

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> ¹)	Case No. 01-01139 (JKF)
)	
Debtors.)	(Jointly Administered)
)	

**ORDER (A) ESTABLISHING OCTOBER 31, 2008 AS THE PROOF OF CLAIM BAR
DATE FOR ZONOLITE ATTIC INSULATION CLAIMS AND (B) APPROVING THE
RELATED PROOF OF CLAIM FORM, BAR DATE NOTICES, AND NOTICE
PROGRAM**

Upon the Debtors' motion seeking entry of an order (a) establishing a proof of claim bar date for Zonolite Attic Insulation Claims and (b) approving the related proof of claim form, bar date notices, and notice program (the "Motion")² ; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., GC Limited Partners I, Inc., (f/k/a Grace Cocoa Limited Partners I, Inc.), GC Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc. GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation., W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (F/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² At the June 2, 2008 hearing on the Motion, the Debtors voluntarily withdrew their Notice Regarding Debtors' Amended ZAI Bar Date Exhibits, Dkt. No. 18784.

this proceeding and the Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Motion having been given; and it appearing that no other notice need be given; and after due deliberation, consideration of all objections to the Motion and arguments from counsel, and sufficient cause appearing therefore, it is hereby

ORDERED that the relief requested in the Motion is granted to the extent set forth herein,³ and it is further

ORDERED that October 31, 2008 at 5:00 p.m. (prevailing Eastern Time), shall be the ZAI Claims Bar Date, which shall be the last date and time by which the ZAI Proof of Claim Form on account of a ZAI Claim must be filed or the holder of such ZAI Claim shall be forever barred from asserting such ZAI Claim against the Debtors; and it is further

ORDERED that the term "ZAI Claim" shall be defined as set forth in the bar date documents attached hereto at Exhibit A and Exhibit B; and it is further

ORDERED that the Debtors shall:

(1) mail via first-class United States mail, within thirty (30) days of entry of this Order, a copy of the ZAI Bar Date Notice Package,⁴ to (i) all known Holders of ZAI Claims and their counsel of record, (ii) the Office of the United States Trustee; (iii) counsel to the official committees appointed in these Chapter 11 Cases; and (iv) all those parties that have requested service and notice of papers in accordance with Bankruptcy Rule 2002;

(2) mail via first-class United States mail, within thirty (30) days of receipt of counsel's client lists or other known putative claimant lists, a copy of the ZAI Bar Date Notice Package to all such claimants; and

(3) complete the publication notice and third-party mailings that are outlined in the ZAI Bar Date Notice Program within ninety (90) days of entry of this Order; and it is further

³ The Motion and this Order are applicable and limited to all ZAI Claims arising in the United States. A bar date has not been set at this time for claims arising in Canada, which will be addressed in the future.

⁴ The ZAI Bar Date Notice Package consists of the ZAI Proof of Claim Form, the General Instructions for Completing the ZAI Proof of Claim, and the Notice of the Last Day to File a Claim Concerning Zonolite Attic Insulation.

ORDERED that counsel who have participated in the ZAI Bar Date proceedings turn over to the Debtors, within thirty (30) days of entry of this Order, any address lists of additional individuals known to them who may have ZAI Claims so that the Debtors can mail ZAI Bar Date Notice Packages to such individuals; and it is further

ORDERED that the form and use of the ZAI Proof of Claim Form and the General Instructions for Completing the ZAI Proof of Claim Form, annexed hereto at Exhibit A, are approved; and it is further

ORDERED that the Bar Date Notices, annexed hereto at Exhibit B, are approved; and it is further

ORDERED that the ZAI Bar Date Notice Program, annexed hereto at Exhibit C, is approved and shall constitute adequate notice of the ZAI Bar Date to all known and unknown ZAI Claimants in the United States; and it is further

ORDERED that the ZAI Proof of Claim must be completed and signed by individual holders of ZAI Claims or their authorized agents; and it is further

ORDERED that notwithstanding any term, provision, or notice to the contrary, if a person or entity holds a ZAI Claim against more than one of the Debtors, such person or entity need not file a separate ZAI Proof of Claim against each of the applicable Debtors in order to comply with the requirements of this Order and to preserve such person's or entity's ZAI Claim, the timely filing of only one ZAI Proof of Claim being sufficient and proper for purposes of this Order; and it is further

ORDERED that holders of ZAI Claims are not required to submit any physical samples of ZAI with the ZAI Proof of Claim, however, nothing in this Order prohibits that Debtors from seeking such relief from this Court in the future should it be determined that

samples are necessary to inform subsequent proceedings in these Chapter 11 Cases; and it is further

ORDERED that the Debtors are authorized and empowered to take all actions and execute such other documents as may be necessary to implement the relief granted herein; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Pittsburgh, Pennsylvania

Dated: _____, 2008

Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

EXHIBIT A

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		W. R. GRACE & CO. ZAI PROOF OF CLAIM FORM
W. R. Grace & Co., <u>et al.</u>		Case No. 01-1139
NOTE: The last day on which to file this form is OCTOBER 31, 2008. Use this form <u>only</u> if you have a <u>ZAI Claim</u> against any of the Debtors. The ZAI Bar Date includes claims affecting property located in the United States. The ZAI Bar Date does not include claims related to property located outside of the United States.		THIS SPACE IS FOR COURT USE ONLY
Name of Creditor (The injured person or other entity to whom the Debtor(s) owe money or property):		
Name and address where notices should be sent: Telephone Number:		
1. <u>Building Information:</u> a. Address of the building that contains ZAI: <hr/> b. Approximate date the building was constructed: <hr/> c. Approximate date ZAI was installed in the building: <hr/> d. Location within building where ZAI is located: <hr/> e. What is your legal interest in the building (i.e., own or lease)? <hr/> f. Date of removal of ZAI (if applicable): <hr/> *** Attach any backup documents to this form that are related to these questions.		THIS SPACE INTENTIONALLY LEFT BLANK
2. <u>Date-Stamped Copy:</u> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		This Space is for Court Use Only
Date:	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): _____ _____	

**GENERAL INSTRUCTIONS FOR COMPLETING THE W. R. GRACE & CO.
ZAI PROOF OF CLAIM**

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, there may be exceptions to these general rules.

THE LAST DAY ON WHICH TO FILE ZAI CLAIMS IS OCTOBER 31, 2008.

The ZAI Bar Date applies only to ZAI Claims, as defined below. It does not apply to any property located outside of the United States.

– GENERAL DEFINITIONS –

“ZAI” is a loose-fill, non-roll vermiculite home attic insulation, which may contain naturally occurring asbestos. It was sold from the 1920/1930s to 1984. Zonolite may have a glittery granular appearance. The granules are shaped like a small nugget and expanded like an accordion and may have a silvery, gold translucent or brownish cast. After years in the attic, the granules may darken to black or gray. Zonolite may be found underneath subsequently installed insulation of other types such as rolled fiberglass insulation.

“ZAI Bar Date” is **October 31, 2008**, the date set by the Court as the date by which all persons and entities who have ZAI Claims against the Debtors must file proofs of claim or be forever barred from asserting any such claims against the Debtors.

“Debtors” are the persons, corporations, or other entities listed below that have filed voluntary petitions for bankruptcy, and “Debtor” is any one of them, individually.

“Creditor” is any person, corporation, or other entity to whom the debtor owed a debt on the date the bankruptcy case was filed.

“Petition Date” is April 2, 2001, the date on which the Debtors each filed voluntary petitions for bankruptcy under Chapter 11 of Title 11 of the United States Code.

“ZAI Proof of Claim” is the W. R. Grace & Co. ZAI Proof of Claim which must be submitted by you on or before the ZAI Bar Date. It is the form that tells the bankruptcy court about your ZAI Claim. This form must be filed with the Claims Processing Agent as described below.

– THE DEBTORS –

The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food ‘N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

-DEFINITION OF ZONOLITE ATTIC INSULATION OR "ZAI" CLAIM -

The Debtors have created a ZAI Proof of Claim form for ZAI Claims. Such claims are defined as follows:

"Zonolite Attic Insulation Claims" or "ZAI Claims" are claims as defined under section 101(5) of the Bankruptcy Code and include claims that relate to the cost of abatement or removal, diminution of property value or other economic loss allegedly caused by Zonolite Attic Insulation manufactured by the Debtors and installed in homes and buildings that are located in the United States of America. Zonolite Attic Insulation Claims are those claims against, or any debt, obligation or liability of, one or more of the Debtors, creating a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured, and whether such claim, debt, obligation or liability is in the nature of or sounding in tort, contract, warranty or any other theory of law or equity, relating to or arising by reason of, directly or indirectly, property damage, including, but not limited to, diminution in the value thereof, or environmental damage or economic loss caused or allegedly caused, directly or indirectly, by the Zonolite Attic Insulation sold, supplied, produced, specified, selected, distributed or in any way marketed by one of the Debtors -- and arising or allegedly arising, directly or indirectly, from acts or omissions of one or more of the Debtors, including, but not limited to, all claims, debts, obligations or liabilities for compensatory and punitive damages.

The ZAI Bar Date for filing ZAI Claims is October 31, 2008 at 5:00 P.M. Eastern Time.

Be sure to date the claim and place the original signature of claimant or person making claim for creditor where indicated at the bottom of the claim form. Please type or print name of individual under the signature. Be sure all items are answered on the claim form. If not applicable, insert "Not Applicable".

RETURN ZAI PROOF OF CLAIM (WITH ATTACHMENTS, IF ANY) TO THE FOLLOWING CLAIMS AGENT FOR THE DEBTORS:

By Mail:
Rust Consulting, Inc.
Claims Processing Agent
Re: W. R. Grace & Co. Bankruptcy
P.O. Box 1620
Faribault, MN 55021-1620

Or

By Hand Delivery:
Rust Consulting, Inc.
Claims Processing Agent
Re: W. R. Grace & Co. Bankruptcy
201 S. Lyndale Ave.
Faribault, MN 55021

– SPECIFIC INSTRUCTIONS FOR COMPLETING THE ZAI PROOF OF CLAIM –

1. The ZAI Proof of Claim must be completed by individual holders of ZAI Claims. If you assert claims against more than one Debtor, you do not need to file a separate ZAI Proof of Claim against each applicable Debtor. The Debtors' Chapter 11 Plan currently contemplates a consolidation of the Debtors for Plan purposes whereby claims will be paid by the consolidated Debtors' estates. If consolidation for Plan purposes is not ultimately allowed by the Court, you will have the opportunity to assert your claim against the applicable Debtor or Debtors.
2. Please read the ZAI Proof of Claim carefully and fill it in completely and accurately.
3. Print legibly. Your claim may be disallowed if it cannot be read and understood.
4. The ZAI Proof of Claim must be completed in English.
5. Attach additional pages if more space is required to complete the ZAI Proof of Claim.
6. To obtain verification that your proof of claim was received by the claims agent, include a copy of the completed form and a self-addressed, postage prepaid return envelope when you file the ZAI Proof of Claim with Rust Consulting, Inc.
7. The claimant *must* attach copies of any and all available supporting documents.
8. To be considered timely filed, the ZAI Proof of Claim must be actually received by Rust Consulting, Inc. by October 31, 2008, at 5:00 p.m. prevailing Eastern Time.

– EFFECT OF FAILING TO PROPERLY FILE A ZAI PROOF OF CLAIM –

Pursuant to Bankruptcy Rule 3003(c)(2), any person or entity who fails to complete and file a ZAI Proof of Claim by the ZAI Bar Date on account of such ZAI Claim shall be forever barred, estopped and enjoined from (a) asserting the ZAI Claim against any of the Debtors, or (b) receiving distributions under, any plan or plans of reorganization in these chapter 11 cases in respect of the ZAI Claim.

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

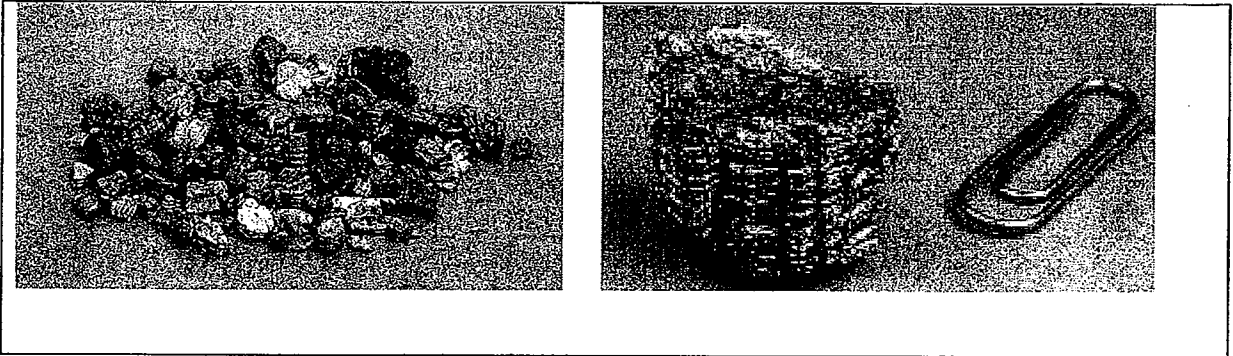
In re:) Chapter 11
)
W. R. GRACE & CO., *et al.*,¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)
)
)

**NOTICE OF LAST DAY TO FILE A CLAIM CONCERNING ZONOLITE ATTIC
INSULATION ("ZAI")²**

This is a notice of the last day to file proofs of claim in the chapter 11 case of W. R. Grace & Co. and its related debtors for claims concerning Zonolite Attic Insulation ("ZAI"). ZAI is a loose-fill, non-roll vermiculite home attic insulation, which may contain naturally occurring asbestos. It was sold from the 1920/1930s to 1984, and it was sold or manufactured by Grace under the brand name of "Zonolite Attic Insulation" and by others under various other names including: Attic Fill, House Fill, Home Insulation, Zonolite Insulating Fill, Econofil, Quiselle Insulating Fill, Sears Micro Fill, Ward's Mineral Fill, Wickes Attic Insulation, Cashway Attic Insulation, Attic Plus, Unifil, and Mica Pellets Attic Insulation. ZAI may have a glittery granular appearance. The granules are shaped like a small nugget and expanded like an accordion and may have a silvery, gold translucent or brownish cast. After years in the attic, the granules may darken to black or gray. ZAI may be found underneath subsequently installed insulation of other types such as rolled fiberglass insulation. ZAI generally looks like this:

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Capitalized terms not defined herein are described in the General Instructions for Completing the W. R. Grace & Co. ZAI Proof of Claim Form.



PLEASE TAKE NOTICE THAT on _____, 2008 the Honorable Judith K. Fitzgerald, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware (the "Court"), having jurisdiction over the chapter 11 cases of W. R. Grace & Co. and certain of its affiliates (collectively, the "Debtors" or "Grace"), entered a ZAI Bar Date Order in the above-referenced bankruptcy cases.

The Court has established **October 31, 2008 at 5:00 P.M. Eastern Time** (the "ZAI Bar Date") as the last date and time for all persons and entities including without limitation, each individual, partnership, joint venture, corporation, estate, trust and governmental unit **who have ZAI Claims (as defined herein)** against any of the Debtors or their predecessors-in-interest, to file a ZAI Proof of Claim.

1. **WHO MUST FILE A ZAI PROOF OF CLAIM:**

You MUST file a ZAI Proof of Claim if you have a ZAI Claim. ZAI Claims are defined as follows:

ZAI Claims are claims as defined under section 101(5) of the Bankruptcy Code and include claims that relate to the cost of abatement or removal, diminution of property value or other economic loss allegedly caused by Zonolite Attic Insulation manufactured by the Debtors and installed in buildings that are located in the United States of America. Zonolite Attic Insulation Claims are those claims against, or any debt, obligation or liability of, one or more of the Debtors, creating a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured, and whether such claim, debt, obligation or liability is in the nature of or sounding in tort, contract, warranty or any other theory of law or equity, relating to or arising by reason of, directly or indirectly, property damage, including, but not limited to, diminution in the value thereof, or environmental damage or economic loss caused or allegedly caused, directly or indirectly, by the Zonolite Attic Insulation sold, supplied, produced, specified, selected, distributed or in any way marketed by one of the Debtors -- and arising or allegedly arising, directly or indirectly, from acts or omissions of one or more of the Debtors, including, but not limited to, all claims, debts, obligations or liabilities for compensatory and punitive damages.

You **MUST** file your ZAI Proof of Claim, on or before the ZAI Bar Date of **October 31, 2008**.

IN THE EVENT THAT PRIOR TO THE ZAI BAR DATE, YOU FILED A PROOF OF CLAIM FOR A ZAI CLAIM USING OFFICIAL FORM 10 OR ANY OTHER PROOF OF CLAIM FORM, YOU MUST REFILE YOUR CLAIM ON THE SPECIALIZED, COURT-APPROVED ZAI PROOF OF CLAIM FORM ON, OR BEFORE, THE ZAI BAR DATE OR YOUR CLAIM SHALL BE BARRED AND DISALLOWED.

In the event that prior to the ZAI Bar Date you filed a proof of claim for any claim in these cases that you may have **other than** your ZAI Claim, you do **not** need to refile your other non-ZAI Claims.

Under Section 101(5) of the Bankruptcy Code and as used in this notice, the word "claim" means, among other things, (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

2. WHO DOES NOT NEED TO FILE A PROOF OF CLAIM

- (a) The ZAI Bar Date, and the need to file a ZAI Proof of Claim, applies only to holders of ZAI Claims. You should not file a claim now if your claim relates to property located outside of the United States. A separate bar date process may be established at a later time to resolve claims related to property outside of the United States.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT NECESSARILY MEAN THAT YOU HAVE A ZAI CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE YOU HAVE SUCH A CLAIM.

3. WHEN AND WHERE TO FILE

To file a claim, do the following:

- (a) File your claim by completing a ZAI Proof of Claim, a copy of which is attached hereto.
- (b) For additional copies of the ZAI Proof of Claim:
 - Contact Rust Consulting, Inc., the Claims Processing Agent, toll-free at 1-877-465-4817, 9:00 a.m. - 5:00 p.m., Eastern Time, Monday through Friday. Claimants will not be charged for this call.

- Visit the Grace chapter 11 website at www.graceclaims.com to obtain a ZAI Proof of Claim and/or General Instructions for Completing the W. R. Grace & Co. ZAI Proof of Claim.

- (c) ZAI Proofs of Claim must be mailed or hand-delivered so as to be received on or before the ZAI Bar Date at the following address:

If mailed, to:

Rust Consulting, Inc.
Claims Processing Agent
Re: W. R. Grace & Co. Bankruptcy
P.O. Box 1620
Faribault, MN 55021-1620

If hand delivered, to:

Rust Consulting, Inc.
Claims Processing Agent
Re: W. R. Grace & Co. Bankruptcy
201 S. Lyndale Ave.
Faribault, MN 55021

(between the hours of 9:00 a.m. and 5:00 p.m., Eastern Time, on business days).

ZAI Proofs of Claim will be deemed filed only when they have been actually received by the Claims Processing Agent. ZAI Proofs of Claim that are submitted by facsimile, telecopy or other electronic transmission will **not** be accepted and will **not** be deemed filed. If you are returning your ZAI Proof of Claim by mail, allow sufficient mailing time so that the document is received on or before the ZAI Bar Date. ZAI Proofs of Claim that are postmarked before that date, but are received thereafter, will be considered late.

- (d) ZAI Proofs of Claim must be signed by the claimant or the party submitting the document on behalf of the claimant.
- (e) Do not file or send copies of the ZAI Proof of Claim to the Debtors, counsel for the Debtors, the Official Committee of Unsecured Creditors, the Official Committee of Asbestos Personal Injury Claimants, the Official Committee of Asbestos Property Damage Claimants, the Official Committee of Equity Security Holders, or such Committees' counsel.
- (f) Upon receipt of your claim, the Claims Processing Agent will send an acknowledgment card with the appropriate claim number noted thereon.

4. WHAT TO FILE

- (a) To file an ZAI Claim, you must use the court-ordered ZAI Proof of Claim, which is supplied with this notice. Attach any supporting or backup documents that relate to the questions asked on the ZAI Proof of Claim.
- (b) Your ZAI Proof of Claim must be written in English.

5. CLAIMS AGAINST MULTIPLE DEBTORS/OTHER NAMES

If you assert claims against more than one Debtor, you do not need to file a separate ZAI Proof of Claim against each applicable Debtor. The Debtors' Chapter 11 Plan currently contemplates a consolidation of the Debtors for Plan purposes whereby claims will be paid by the consolidated Debtors' estates. If consolidation for Plan purposes is not ultimately allowed by the Court, you will have the opportunity to assert your claim against the applicable Debtor or Debtors.

6. EFFECT OF NOT PROPERLY FILING A ZAI PROOF OF CLAIM

ANY HOLDER OF A ZAI CLAIM IS REQUIRED TO FILE A PROOF OF CLAIM ON THE COURT-APPROVED PROOF OF CLAIM FORM. ANY SUCH HOLDER WHO FAILS TO FILE HIS OR HER PROOF OF CLAIM ON OR BEFORE THE ZAI BAR DATE, **SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED** FROM ASSERTING ANY SUCH CLAIMS (OR FILING A PROOF OF CLAIM WITH RESPECT TO SUCH CLAIMS) AGAINST ANY OF THE DEBTORS OR THEIR PREDECESSORS-IN-INTEREST, INSURANCE CARRIERS OR THEIR PROPERTY OR ESTATES. IF ANY SUCH CLAIMS ARE SO BARRED, EACH OF THE DEBTORS AND ITS PROPERTY SHALL BE FOREVER DISCHARGED FROM ALL INDEBTEDNESS AND LIABILITIES WITH RESPECT TO SUCH CLAIMS AND THE HOLDERS OF SUCH CLAIMS SHALL NOT BE ENTITLED TO RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIMS, OR TO RECEIVE FURTHER NOTICES REGARDING SUCH CLAIMS OR REGARDING THESE CHAPTER 11 CASES.

7. QUESTIONS REGARDING COMPLETION OF PROOF OF CLAIM FORM

If you have any questions concerning whether or not you need to file a ZAI Proof of Claim, then you should consult your attorney. If you have questions concerning how to complete a ZAI Proof of Claim or for additional information regarding this notice or to obtain a ZAI Proof of Claim, contact the Claims Processing Agent toll-free at 1-877-465-4817 between 9:00 a.m. and 5:00 p.m. (Eastern Time), Monday through Friday, or write to the Claims Processing Agent at the address outlined herein. You may also request a ZAI Proof of Claim via Grace's chapter 11 website, at www.graceclaims.com.

BY ORDER OF THE COURT

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

If You Have a Home with Vermiculite Loose-Fill Attic Insulation

Your Rights May Be Affected by the W. R. Grace Bankruptcy

Your Claim Must Be Filed By October 31, 2008

W. R. Grace and its related entities ("Grace") have filed for protection under Chapter 11 of the U.S. Bankruptcy Code. If your home has vermiculite loose-fill attic insulation, you may have a property claim against Grace.

What Is Vermiculite Loose-Fill Attic Insulation?

Vermiculite was used by Grace in certain non-roll home attic insulation that was sold from the 1920/1930s to 1984. Some of Grace's vermiculite attic insulation contains naturally-occurring asbestos and was sold under the name of "Zonolite Attic Insulation" ("ZAI") and under other brand names, including: Attic Fill, House Fill, Home Insulation, Zonolite Insulating Fill, Econofil, Quiselle Insulating Fill, Sears Micro Fill, Ward's Mineral Fill, Wickes Attic Insulation,

Attic Plus, Mica Pellets Attic Insulation, Unifil and Cashway Attic Insulation.

What Does It Look Like And Where Is It Located?

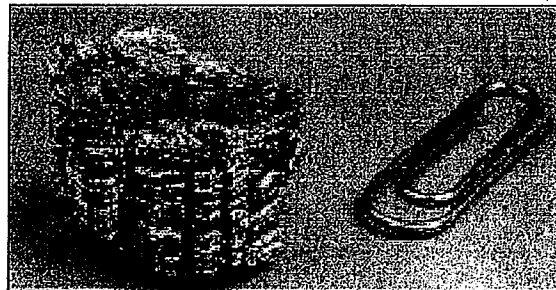
ZAI is an insulation product typically used in home attics and sometimes in walls. The granules are small, accordion-shaped nuggets and may have a silvery, gold translucent or brownish cast that may also appear black or gray over time. ZAI may be found underneath other insulation installed at a later date.

What Are ZAI claims?

ZAI claims could include, among others, the cost of abatement or removal, the diminution of property value, economic loss, or other property-related claims caused by ZAI manufactured by Grace.



Loose vermiculite



Vermiculite nugget size

To preserve your claim against Grace, you must file the Bankruptcy Court approved claim form by October 31, 2008. You may obtain the appropriate claim form and more information on how to file a claim by writing:

**Claims Processing Agent, W. R. Grace & Co.
Bankruptcy, P. O. Box 1620, Faribault, MN 55021-1620 or**

Call: 1-800-877-465-4817 or visit: www.graceclaims.com

**30-SECOND W. R. GRACE BAR DATE SPOT
(Visual treatment to be determined.)**

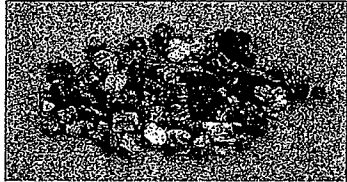
**W. R. Grace Bankruptcy
Last Day to File All ZAI Claims
October 31, 2008
1-877-465-4817**

W.R. Grace Bankruptcy



1-877-465-4817

W.R. Grace Bankruptcy



1-877-465-4817

**W.R. Grace Bankruptcy
Last Day to File All ZAI
Claims**

October 31, 2008

1-877-465-4817

www.graceclaims.com

By Order of U.S. Bankruptcy Court

A court-ordered legal announcement.

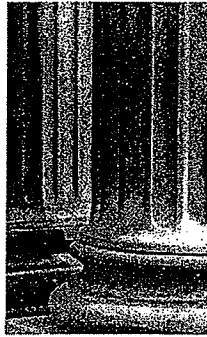
If your home has loose-fill, non-roll vermiculite attic insulation, you may have a property claim against W. R. Grace. To preserve your rights, you must file a claim by October 31, 2008.

Commonly known as Zonolite Attic Insulation, it was also sold under different brand names. It consists of silver, brown and gold expanded nuggets of vermiculite that may also appear black or gray. It may be under insulation installed at a later date.

For information call 1-877-465-4817.

***Visual treatment is in draft form and will not be finalized until a later date. Final treatment will include listing of all product names.**

EXHIBIT C



KINSELLA/NOVAK
COMMUNICATIONS, LLC

**BAR DATE NOTICE
PLAN FOR
ZONOLITE ATTIC
INSULATION CLAIMS**

*IN RE W.R. GRACE & CO.,
CHAPTER 11*

**CASE NO. 01-01139
(BANKR. D.DEL.)**

2120 L STREET, NW | SUITE 205 | WASHINGTON, DC 20037

PHONE: 202.686.4111 | FAX: 202.293.6961 | EMAIL: INFO@KINSELLA-NOVAK.COM | [HTTP://WWW.KINSELLA-NOVAK.COM](http://WWW.KINSELLA-NOVAK.COM)

THE ART & SCIENCE OF LEGAL NOTIFICATION

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Exhibit 1 – Newspaper Supplements

Exhibit 2 – 24/7 Selected Web sites

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FIRM OVERVIEW

Kinsella/Novak Communications, LLC ("KNC") is a nationally-recognized advertising and legal notification consulting firm specializing in the design and implementation of class action and bankruptcy notification programs to reach unidentified class members and claimants.

KNC has developed and directed some of the largest and most complex national notification programs in the country, primarily in antitrust, bankruptcy, consumer fraud, mass tort and product liability litigation. Specific cases have involved, among others, asbestos, breast implants, home siding and roofing products, infant formula, pharmaceuticals, polybutylene plumbing, tobacco and Holocaust claims. The firm has developed or consulted on over 250 notification programs and has placed over \$160 million in media notice.

KNC develops advertisements, press materials, Web sites and other notice materials that bridge the gap between litigation complexities and the need for a clear and simple explanation of legal rights. The firm designs and produces notices in "plain language." KNC employs industry-recognized tools of media measurement to quantify the adequacy of the notice for the court.

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CASE EXPERIENCE

In addition to designing and implementing the previous Bar Date Notice Program for Asbestos Property Damage Claims in the W. R. Grace matter, KNC has significant notification experience designing and implementing notice programs in numerous asbestos-related bankruptcy cases.

SELECTED CASES

- *In re USG Corporation*, Chapter 11,
Nos. 01-2094 (RJN) through 01-2104 (RJN) (Bankr. D. Del)
- *In re Swan Transportation Company*, Chapter 11,
No. 01-11690 (Bankr. D. Del.)
- *In re Owens Corning*, Chapter 11,
No. 00-03837 (MFW) (Bankr. D. Del.)
- *In re Armstrong World Industries, Inc.*, Chapter 11,
No. 00-4471 (JJF) (Bankr. D. Del.)
- *In re The Babcock & Wilcox Company*,
No. 00-10992 Section "B" (Bankr. E.D. LA.)
- *In re Raytech Corp.*,
No. 5-89-00293 (Bankr. D. Conn.)
- *In re The Celotex Corporation*, Chapter 11,
Nos. 90-10016-8B1 and 90-10017-8B1 (Bankr. M.D. Fla.)

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TECHNICAL APPROACH

KNC's technical approach is based on its expertise as a leading provider of notice in class actions, knowledge of court-approved notice programs at the state and federal levels and years of experience in designing and implementing legal notification programs both nationally and internationally.

KNC begins by conducting detailed research on the claims that are the subject of the class action and how they relate to the affected population. This analysis yields the demographic characteristics of claimants – such as age, gender, income, and education level – and the geographic distribution of claimants. This research provides the parameters for identifying and locating claimants and shapes the scope of the notice program.

Specifically, KNC:

- Reviews demographic and product information provided by the client, performs independent research and establishes a demographic profile of the target audience. All media selections are based on this profile to ensure the optimum reach of potential claimants and frequency of message exposure.
- Examines the geographic distribution of potential claimants to determine effective geographic coverage.
- Evaluates and compares the relative effectiveness of media vehicles – consumer magazines, newspapers, specialty publications, broadcast television, radio and the Internet – in reaching the target audience.
- Analyzes publications using syndicated data sources and tools, such as the Audit Bureau of Circulation statements, which certify how many readers buy or obtain copies of publications, and MediaMark Research, Inc., which measures how many people open or read publications.
- Analyzes syndicated data from comScore and/or Nielsen//NetRatings for demographic composition of Internet Website visitors. Relies on Internet Advertising Bureau (“IAB”) guidelines to account for gross impressions and unique users.
- Relies upon syndicated data from A.C. Nielsen for estimating television viewership. Other syndicated data and tools are used when appropriate.
- Selects media available during the established notice period ensuring timely notice to claimants.
- Creates and implements all appropriate notice communications, including published notice, press releases, television spots, Internet advertising and Web sites.

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- Ensures that published notices and long form notices are written in "plain language."
- Uses established advertising relationships to negotiate with advertisers to secure optimum placement with respect to the media habits of the target audience.
- Designs and maintains a Web site to enable claimants to access all relevant information including long form notices, claim forms and court documents. Provides registration and email capabilities on the site.
- Integrates all aspects of the notification program with designated claims administrators.
- Provides advice, affidavits, depositions and court testimony with respect to the design and implementation of the notification program.

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RELEVANT MANUFACTURING HISTORY

W. R. Grace ("Grace") entered into the vermiculite business through its 1963 acquisition of the assets of the Zonolite Company. The Zonolite Company's assets included the world's largest vermiculite mine and mill in Libby, Montana, another mine and mill in South Carolina and various manufacturing plants. Vermiculite is a mica-like mineral that expands after heating. Vermiculite ore from the Libby Mine may contain naturally occurring asbestos.

ZAI is a loose-fill vermiculite used as insulation in attics and was one of the commercial products made from Grace's processed vermiculite. This product was sold from the 1920s or 1930s to 1984 and may have been marketed by other companies under private labels.¹

¹ Loose-fill vermiculite attic insulation produced by Grace was also provided to companies primarily in the New England area, believed to be Wickes Inc., Lumbermen's Mercantile Buyers Corporation, and Carter, which may have marketed the insulation under their private labels.

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SITUATION ANALYSIS

This Bar Date notice plan ("Notice Plan") is submitted in connection with *In re W. R. Grace & Co., et al.*, Chapter 11, Case No. 01-01139 in the United States Bankruptcy Court, District of Delaware. This Notice Plan targets holders and potential holders of Zonolite Attic Insulation Claims ("ZAI Claimants") in the United States. ZAI claims include, among others, the cost of removal, the diminution of property value or economic loss, or other claims caused by ZAI manufactured by Grace.

The purpose of the Notice Plan is to outline procedures to provide fair and adequate notice to ZAI Claimants of the Bar Date. The plan is consistent with notice programs KNC designed and implemented in other asbestos bankruptcies and class actions, as well as consumer class actions, all of which have met court approval. To develop the Notice Plan, KNC relied on information provided by Grace and its experts, on research previously conducted in other asbestos litigation and on its experience in designing and executing similar plans.

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PROPOSED NOTICE PLAN OVERVIEW

The following four-part Notice Plan is recommended:

- Direct notice by mail to all known ZAI Claimants and their counsel;
- Broad national published notice through the use of national paid media (television, print publications and Internet) and press outreach ("earned media");
- Earned media through a press release sent to major national print and electronic outlets; and
- Notice by mail to third-party "do-it-yourself" ("DIY") publications whose subscribers may be ZAI Claimants.

The proposed Notice Plan carefully considers information provided by Grace and research conducted by KNC, including:

- The demographics of Homeowners, which would include ZAI Claimants - age, gender and other characteristics;
- The media vehicles through which Homeowners normally receive information.
- Consumer publications targeted to "DIY" homeowners.

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DIRECT MAIL NOTICE

The "ZAI Claims Bar Date Notice Package," consisting of the ZAI Claims Bar Date Notice, the ZAI Proof of Claim Form and the General Instructions for completing the ZAI Proof of Claim Form, will be mailed to:

- Known ZAI Claimants;
- Counsel of record for all readily identifiable ZAI Claimants with pending ZAI claims;
- Potential ZAI claimants on lists maintained by counsel participating in the proceedings; and
- All individuals who call the toll-free telephone number or write and request a copy of the ZAI Claims Bar Date Notice Package from the Official Claims Agent.

The ZAI Claims Bar Date Notice Package will also be available directly from the Grace Chapter 11 Web site.

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PAID MEDIA METHODOLOGY

KNC notice programs directed to claimants: (1) identify the demographics of claimants and establish a target audience; (2) outline the methodology for selecting the media and other program elements and how they relate to product usage or exposure; and (3) provide results that quantify for the court the adequacy of the notice based upon recognized tools of media measurement.

In the wake of the Supreme Court's decisions in *Daubert v. Merrell Dow Pharmaceuticals*, 509 U.S. 579 (1993) and *Kumho Tire Company v. Carmichael*, 526 U.S. 137 (1999), the reliability of a notice expert's testimony should be tested against the standards developed within the media industry for determining to what degree and at what frequency a target audience has been reached. In assessing the expert's reliability, the court must determine whether the testifying expert "employs in the courtroom the same level of intellectual rigor that characterizes the practice of an expert in the relevant field." (526 U.S. at 152). That showing would likely require evidence that the expert's data and methodology are similar to that used by professionals in the relevant field.

In keeping with the *Daubert* and *Kumho* rulings, KNC employs the methodology and measurement tools used in the media planning and advertising industry for designing and measuring the adequacy of a paid media program to reach a particular audience.

Choosing a target audience encompassing the characteristics of ZAI Claimants is the first step in designing the paid media program. Media vehicles are chosen based on their ability to provide effective and cost-efficient penetration of the target audience. The selected media vehicles are then measured against the target audience to quantify the *reach* of the media program and the *frequency* of exposure to the media vehicles. *Reach* and *frequency* estimates are two of the primary measurements used to quantify the media penetration of a target audience.

- *Reach* is the estimated percentage of a target audience that is exposed one or more times through a specific media vehicle or combination of media vehicles within a given period.
- *Frequency* is the estimated average number of times an audience is exposed to a vehicle carrying the message within a given period of time.

The measured delivery of media to the target audience will be representative of delivery to ZAI Claimants.

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TARGET AUDIENCE

KNC used information provided by Grace relating to their asbestos business and asbestos claims history to develop the Notice Plan. This information was provided in the form of:

- An extensive briefing by counsel to the Debtors and by Grace counsel and staff regarding the asbestos history of Grace; and
- Information on Grace's vermiculite and asbestos-containing products including Zonolite Attic Insulation.

To develop a profile of the demographics and media habits of Homeowners, including potential ZAI Claimants, KNC analyzed syndicated data available from the *2007 Doublebase Survey*² from MediaMark Research, Inc. ("MRI").

MRI is the leading U.S. supplier of multimedia audience research. As a nationally accredited research firm, MRI provides information to magazines, television, radio, Internet and other media, leading national advertisers and over 450 advertising agencies – including 90 of the top 100 in the United States. MRI's nationally syndicated data are widely used by these companies as the basis for the majority of the media and marketing plans written for advertised brands in the United States.

MRI provides data on audience size, composition and other relevant factors pertaining to major media vehicles. MRI presents a single-source measurement of major media, products, services and in-depth consumer demographic and lifestyle characteristics.

In selecting the target audience for purposes of purchasing media, KNC examined the demographics of Homeowners using MRI data. Print media can be measured against the precise audience of Homeowners. However, electronic media cannot be measured against Homeowners but rather can be measured against audiences based on age and/or gender. Because 77.9% of Homeowners are adults 35 years of age and older, the following broader target audience was selected:

- Adults 35 years of age and older ("Adults 35+")

² The study, conducted since 1979, surveys persons 18 years of age and older in the contiguous 48 states. MRI conducts more than 26,000 personal interviews with consumers in two waves annually each lasting six months and consisting of 13,000 interviews. Produced annually by MediaMark Research, Inc., the *Doublebase Survey* consists of two full years of data drawn from over 50,000 respondents. Consumer information is recorded on 500 product/service categories, 6,000 brands and various lifestyle activities. Respondents are selected based on the ability to project their responses nationally.

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DEMOGRAPHICS

Since all media is purchased based on demographics, it is critical to determine the age, gender and other demographic characteristics of the target audience in order to design a media-based notice program to adequately reach ZAI Claimants.

It is believed that ZAI was installed nationally with installations more likely in the northern United States due to colder weather conditions. ZAI was marketed from the 1920s or 1930s to 1984. While original installations of the product were primarily undertaken by DIY homeowners, there are likely to be many individuals who did not install ZAI themselves but who own homes with the insulation.

Using MRI, KNC examined the demographics of Homeowners, which encompasses ZAI Claimants as indicated in the table below:

DEMOGRAPHICS	HOMEOWNERS
Gender	
Male	48.0%
Female	52.0%
Age:	
35+	77.9%
Education	
Did Not Graduate High School	12.1%
Graduated High School	31.4%
Graduated/Attended College	56.5%
Household Income	
Under \$19,999	9.0%
\$20,000 - \$39,999	17.8%
\$40,000 - \$74,999	31.1%
\$75,000+	42.1%
Race/Ethnicity	
White	83.7%
Black/African American	7.9%
Asian	2.7%
Hispanic	8.5%
Other	5.8%

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PAID ADVERTISING

The core of the Notice Plan is paid media placements in national newspaper supplements and consumer magazines, supplemented by television and Internet activity.

An analysis of the media habits of Homeowners indicates that they are above average newspaper readers and average consumers of all other media. Print publications and television programming targeted to Homeowners will reach a high percentage of ZAI Claimants nationally. Internet activity will provide an opportunity to reach ZAI Claimants who may be lighter print and television consumers.

For the purpose of evaluating the strength and efficiency of the media, television, print publications and Internet were measured against Adults 35+ to establish the *reach* of the media program and the *frequency* of exposure to the media vehicles.

PRINT ADVERTISING DESIGN AND PLACEMENT

The published form of notice ("ZAI Published Bar Date Notice") is designed as an advertisement to capture and hold the attention of ZAI Claimants. The ZAI Published Bar Date Notice is attached as Exhibit B to the *Debtors' Motion for an Order (A) Establishing a Proof of Claim Bar Date for Zonolite Attic Insulation Claims, and (B) Approving the Related Proof of Claim Form, Bar Date Notices, and Notice Program* ("the Motion"). The headline clearly targets and addresses the ZAI Claimants. The text uses subheads, product description and simple language to inform clearly rather than confuse. To facilitate identification of vermiculite, pictures are included. The Web site address and toll-free number are boldly displayed to allow ZAI Claimants to obtain complete information in the form of the ZAI Claims Bar Date Notice Package.

Magazines and newspaper supplements were analyzed for their composition³ and coverage⁴ of Adults 35+.

The ZAI Published Bar Date Notice, designed as a black & white advertisement, will be placed in the following publications:

NEWSPAPER SUPPLEMENTS

Parade, *USA Weekend* and *American Profile*, publications known as newspaper supplements, are primarily inserted into weekend or Sunday editions of 2,361 newspapers (three newspapers carry all three newspaper supplements) reaching every media market in the country. Newspaper supplements provide coverage in all 50 states and the District of Columbia (see Exhibit 1). KNC recommends the following activity:

³ Composition is the percentage of target audience in readership.

⁴ Coverage is the percentage of target audience reached.

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- A magazine-page ad (6-7/20" x 7-3/4") will be placed once in *American Profile* magazine with an estimated circulation of 9,800,000. The readership⁵ of *American Profile* among Homeowners is 22,455,000. The readership of *American Profile* among Adults 35+ is 21,476,000.
- A magazine-page ad (7" x 10-1/4") will be placed once in *Parade* magazine with an estimated circulation of 32,200,000. The readership of *Parade* among Homeowners is 56,268,000. The readership of *Parade* among Adults 35+ is 55,923,000.
- A magazine-page ad (7" x 10-1/2") will be placed once in *USA Weekend* with an estimated circulation of 23,000,000. The readership of *USA Weekend* among Homeowners is 38,765,000. The readership of *USA Weekend* among Adults 35+ is 38,264,000.

CONSUMER MAGAZINES

KNC recommends the following activity in consumer magazines:

- A full-page ad (7-3/8" x 10") will be placed once in *Better Homes and Gardens* with an estimated circulation of 7,600,000. The readership among Homeowners is 30,834,000. The readership among Adults 35+ is 30,560,000.
- A full-page ad (7-5/8" x 10") will be placed once in *Ebony* with an estimated circulation of 1,450,000. The readership among Homeowners is 5,232,000. The readership among Adults 35+ is 6,557,000.
- A full-page ad (5-3/4" x 9") will be placed once in *National Geographic* with an estimated circulation of 5,000,000. The readership among Homeowners is 23,058,000. The readership among Adults 35+ is 22,794,000.
- A full-page ad (7" x 10") will be placed two times in *People* with an estimated circulation of 3,450,000. The readership among Homeowners is 28,654,000. The readership among Adults 35+ is 25,939,000.
- A full-page ad (7" x 10") will be placed once in *People en Español* with an estimated circulation of 515,000. The readership among Homeowners is 2,566,000. The readership among Adults 35+ is 2,719,000.
- A full-page ad (4-3/4" x 6-3/4") will be placed once in *Reader's Digest* with an estimated circulation of 8,000,000. The readership among Homeowners is 28,899,000. The readership among Adults 35+ is 30,846,000.

⁵ The readership estimates for *Parade* and *USA Weekend* are reflective of the broader readership measurement of the newspaper carrier groups into which these supplements are inserted. A custom study, conducted by MRI in 2003, indicates that the actual readership of the supplements is less than that of the carrier papers. While this study provided directional insight into the audience, the data provided is highly variable and insufficient for use in specific computation of reach and frequency. Therefore, the use of carrier paper readership for the newspaper supplements remains the accredited methodology and standard of the industry.

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- A full-page ad (4-3/4" x 6-3/4") will be placed once in *Selecciones Reader's Digest* with an estimated circulation of 375,000. The readership among Homeowners is 1,243,000. The readership among Adults 35+ is 1,832,000.
- A full-page ad (6-7/8" x 10") will be placed two times in *U.S. News & World Report* with an estimated circulation of 1,500,000. The readership among Homeowners is 7,353,000. The readership among Adults 35+ is 7,840,000.

The following table provides readership for the target audience.

PUBLICATION	ADS	CIRCULATION	ADULTS 35+
<i>American Profile</i>	1	9,800,000	21,476,000
<i>Better Homes & Gardens</i>	1	7,600,000	30,560,000
<i>Ebony</i>	1	1,450,000	6,557,000
<i>National Geographic</i>	1	5,000,000	22,794,000
<i>Parade</i>	1	32,200,000	55,923,000
<i>People</i>	2	3,450,000	25,939,000
<i>People en Espanol</i>	1	515,000	2,719,000
<i>Reader's Digest</i>	1	8,000,000	30,846,000
<i>Selecciones Reader's Digest</i>	1	375,000	1,832,000
<i>US News & World Report</i>	2	1,500,000	7,840,000
<i>USA Weekend</i>	1	23,000,000	38,264,000

In addition to the effective combined reach of the newspaper supplements and consumer magazines, other factors distinguished the selection of these individual publications:

- *American Profile*, *Better Homes & Gardens*, *Parade*, *People*, *National Geographic*, *Reader's Digest* and *USA Weekend* are among the highest read publications among Adults 35+.
- *Ebony*, *People en Español* and *Selecciones Reader's Digest* provide targeted reach of the ethnic segments of Adults 35+.
- *U.S. News & World Report* quickly accumulates readership and provides timely and efficient notice to readers.

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TV ADVERTISING DESIGN AND PLACEMENT

The television buy will consist of network broadcast and national cable television. Thirty-second spots⁶ will be aired over a two-week time period.

Television is an intrusive medium that generates rapid awareness and provides effective reach of the audience. The television spot is designed to provide both audio and visual information to alert individuals that they may be ZAI Claimants in the bankruptcy and that they should seek further information through the toll-free number or Web site to determine their status as a claimant and procedures to file a claim. The tone of the spot will be similar to the print executions, alerting the potential ZAI Claimants to the nature of the litigation and stressing the importance of the information to follow (See Exhibit B to the Motion).

The television media buy will provide the following estimated delivery:

- An estimated 87 Targeted Rating Points⁷ ("TRPs") to Adults 35+.
- An estimated 134,058,300 Gross Impressions⁸ to Adults 35+.

The planned daypart⁹ mix or times of day selected for airing the spots is as follows:

DAYPART	ADULTS 35+ TRP
Early Morning News 5:00 AM – 9:00 AM (M-F) 6:00 AM – 11:00 AM (Sa-Su)	16.0
Daytime 9:00 AM – 4:00 PM (M-F)	15.0
Network News 5:30 PM – 6:00 PM (M-Su)	31.0
Cable 6:00 AM – 12:00 M (M-Su)	25.0

INTERNET ADVERTISING DESIGN AND PLACEMENT

According to MRI, 78% of Adults 35+ have access to the Internet whether at home, work, a library, school or other location. Over 60.0% of Adults 35+ accessed the Internet in the past 30 days and at least 43.0% access the Internet one or more times per day. Internet advertising delivers an immediate message and allows the viewer of an advertisement to instantly link to a Web site for further information.

⁶ The visuals used in the television spot and the Publication Bar Date Notice are for demonstration purposes only. The final video footage and photographs will be similar and consistent with the examples provided.

⁷ Each target rating point represents impressions equal to 1% of the target population. TRPs are the sum of the ratings for all the spots in the schedule, including duplication.

⁸ Gross Impressions are the total number of times a media vehicle containing the notice is seen. It is a duplicated figure, as some viewers will see several television programs containing the notice.

⁹ Time segments into which the broadcast day is divided. In television, the dayparts are usually daytime (morning and afternoon), early fringe, prime time and late fringe. Other designations can be used such as early news or late news.

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The banner advertisements will be designed to alert Internet users that they may be ZAI Claimants in the bankruptcy through the use of a bold headline. The short, simple headline will enable ZAI Claimants to quickly determine if they are potentially affected. When visitors click on the banner advertisement, they will be connected automatically to the informational Web site, www.graceclaims.com.

KNC recommends using Internet advertising to provide additional notice opportunities beyond the broad-reaching print and television program to ZAI Claimants. Internet advertising will appear across a wide range of Web sites enabling maximum exposure opportunities to reach the broad audience of Adults 35+.

The Internet buy will consist of:



- 24/7 Real Media is a network that represents over 900 Web sites including sites related to health, fitness and news and information, some of which are proprietary and confidential. A partial list of Web sites in the 24/7 Real Media Network is attached hereto as Exhibit 2.
- Banner advertisements of various measurements will appear, on a rotating basis, on Web sites that are part of the 24/7 Real Media Network delivering an estimated 138,888,889 gross impressions to Adults 35+.
- The banner advertisements will appear for a 30-day period, or until the gross impressions are delivered.

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MEDIA DELIVERY

The media program, using national consumer magazines and newspaper supplements, broadcast television and Internet delivers, in the aggregate, the following reach and frequency of exposure measurements¹⁰:

- The estimated unduplicated reach of Adults 35+ is 90.7% with an estimated average frequency of 3.7 times.
- The plan delivers an estimated 551,475,189 gross impressions for Adults 35+. It is estimated that Adults 35+ will see the media vehicles carrying the notice will be seen over 551 million times.

¹⁰ The reported reach figure represents the estimated percentage of *individuals* that will have an opportunity to see the Publication Notice. It is a net number that factors out duplication as a result of target audience members seeing several media vehicles (print, television, Internet) that contain the Notice.

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EARNED MEDIA

The thrust of the earned media program is to amplify the notice to ZAI Claimants through the use of free media. The earned media portion of this Notice Plan will augment the paid media plan developed. The third-party endorsement from reliable sources such as the news media can add immeasurable value to outreach efforts.

Outreach to print and electronic media will focus primarily on major radio and television outlets, key daily newspapers, wire services and newspaper bureaus in the U.S. A press release highlighting the toll-free telephone number and Web site address that ZAI Claimants can call or visit for complete information will be distributed as follows;

- On PR Newswire's Full National U.S. Circuit reaching over 4,000 media outlets and 3,600 Web outlets.

In re W.R. Grace & Co., Chapter 11

DO-IT-YOURSELF PUBLICATIONS

Because individuals who are DIY homeowners may re-model or work in the attics of their homes in which Zonolite may be present, notice to publications that target these individuals is suggested. A press release and an explanatory cover letter, requesting that the publication advise their readers of the claims process, will be sent to the following publications, which have a high readership among DIY homeowners:

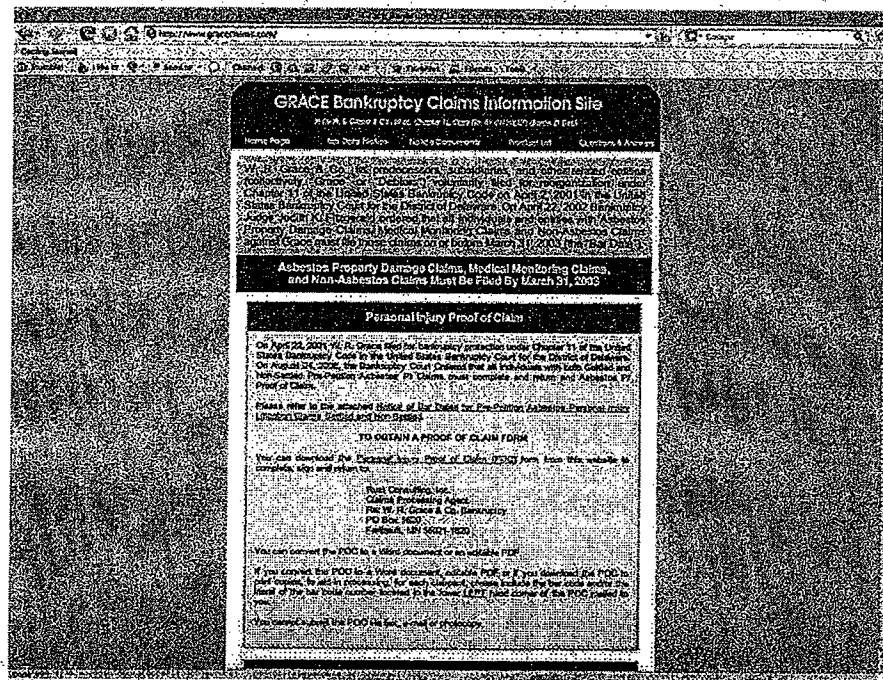
- *Ace Homeplace* with a circulation of 500,000.
- *Better Homes & Gardens Do It Yourself* with a circulation of 535,000.
- *Better Homes & Gardens Remodel* with a circulation of 400,000.
- *Extreme How-To* with a circulation of 90,000.
- *The Family Handyman Magazine* with a circulation of 1,169,016.
- *Handy* with a circulation of 984,330.
- *Old-House Journal* with a circulation of 104,121.
- *Renew* with a circulation of 50,000.
- *Renovation Style Magazine* with a circulation of 174,496.
- *Smart HomeOwner* with a circulation of 65,000.
- *This Old House* with a circulation of 962,636.
- *Woman's Day Home Remodeling & Makeovers* with a circulation of 400,000.
- *Workbench* with a circulation of 311,675.

In re W.R. Grace & Co., Chapter 11

INFORMATIONAL WEB SITE

The ZAI Claims Bar Date Notice Package will be posted on the Grace Chapter 11 Web site, as a PDF file, enabling all ZAI Claimants to view the ZAI Claims Bar Date Notice Package. The site will be listed with search engines and indexes.

The Web site, established at www.graceclaims.com, is designed for ease of use and comprehension. Web pages on the site are simple, containing words, icons, documents and images. A directory, located at the top of the page, provides links to the information available on the Web site. These links to the homepage and subsections remain fixed on top as users navigate around the Web site.



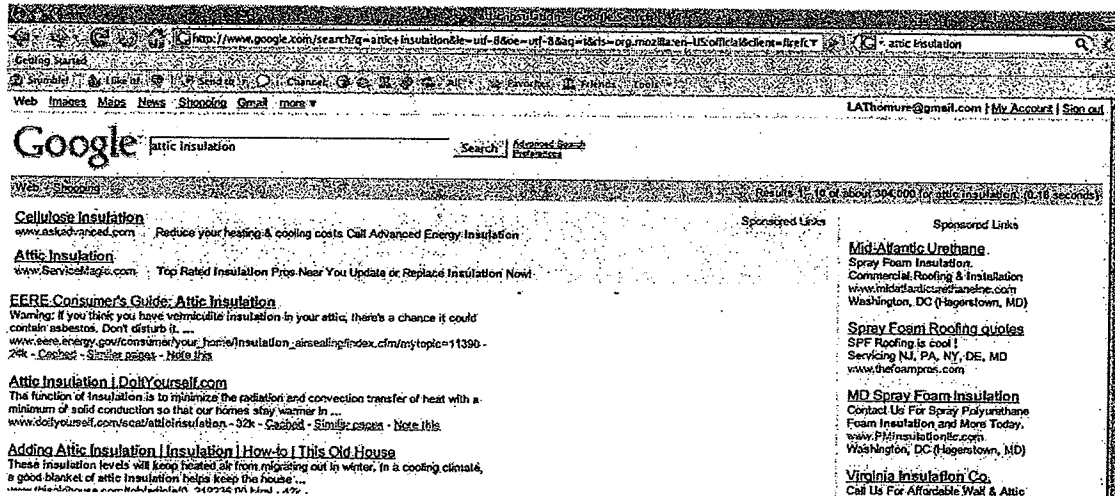
In re W.R. Grace & Co., Chapter 11

INTERNET SPONSORED LINKS

KNC will contract with Google Advertising Partners (such as Google.com, AOL.com, Lycos.com, Ask.com, Earthlink.com, Howstuffworks.com, Foodnetwork.com, Business.com, InfoSpace.com, NYTimes.com and About.com) and Yahoo! Search Marketing (such as Yahoo.com, AltaVista.com, CNN.com, iVillage.com, USAToday.com, Salon.com, Smarter.com and WallStreetJournal.com) to have sponsored links appear on the results page of keyword/phrase searches that could include:

- Zonolite Attic Insulation
- Attic Insulation
- Zonolite

The following is a sample screen shot that details the results provided on Google's search engine when a visitor enters the phrase "attic insulation" as a search term:



After KNC contracts with Google Advertising Partners and Yahoo! Search Marketing for sponsored links of the keyword/phrase searches listed above, a visitor entering an applicable keyword/phrase will see the following sample ad listed in the right-hand column under the Sponsored Links section:

Attic Insulation Claims
 W. R. Grace Bankruptcy may affect homeowners
 with Zonolite attic insulation.
<http://www.graceclaims.com>

In re W.R. Grace & Co., Chapter 11

TOLL-FREE TELEPHONE SUPPORT

All print and television advertising will give the reader/viewer the option of calling a toll-free telephone number in order to receive the ZAI Claims Bar Date Notice Package and obtain information and instructions regarding filing proofs of claim. The toll-free telephone number will be accessible to ZAI Claimants in the United States. In addition to the toll-free number, the print and television advertising will provide the Web site address, and the print advertising will also include the address of the Claims Agent as alternative contact mechanisms.

KINSELLA/NOVAK COMMUNICATIONS
IN RE WR GRACE & CO CHAPTER 11
NOTICE PROGRAM SCHEDULE - JUNE 2, 2008 APPROVAL
JUNE 10, 2008

	Issue Date	On-Sale Date	Space Deadline	Material Deadline
Consumer Magazines				
<i>Better Homes & Gardens</i>	September	8/19/08	6/16/08	6/16/08
<i>Ebony</i>	September	8/11/08	6/16/08	6/20/08
<i>National Geographic</i>	September	8/26/08	7/1/08	7/1/08
<i>People</i>	8/18/08	8/8/08	6/30/08	6/30/08
<i>People</i>	8/25/08	8/15/08	7/7/08	7/7/08
<i>People en Espanol</i>	September	8/4/08	6/16/08	6/23/08
<i>Reader's Digest</i>	September	8/19/08	6/24/08	7/1/08
<i>Selecciones Reader's Digest</i>	September	8/19/08	6/25/08	6/27/08
<i>US News & World Report</i>	8/18/08	8/11/08	7/7/08	7/25/08
<i>US News & World Report</i>	8/25-9/1	8/18/08	7/14/08	8/1/08
Newspaper Supplements				
<i>American Profile</i>	8/10/08	8/10/08	7/3/08	7/7/08
<i>Parade</i>	8/10/08	8/10/08	7/14/08	7/14/08
<i>USA Weekend</i>	8/10/08	8/10/08	7/14/08	7/16/08
Television				
<i>National Network & Cable</i>	7/21-8/3	7/21/08	ASAP	7/14/08
National - Online				
Web Banners (24/7)	30 Days (8/4 - 9/3)	8/4/08	7/28/08	7/31/08

ESTIMATED BUDGET**I. PAID MEDIA**

A. PRINT	\$1,629,991.00
B. TELEVISION (3 rd Quarter '08)	\$1,258,330.00
C. INTERNET	\$147,059.00
TOTAL ESTIMATED PAID MEDIA EXPENSES	<u>\$3,035,380.00</u>

II. PRODUCTION AND DISTRIBUTION

A. Print Production and Distribution	\$2,500.00
B. Television Spot Production and Distribution	\$7,500.00
C. Press Release Production and Distribution	\$1,500.00
TOTAL ESTIMATED PRODUCTION EXPENSES	<u>\$11,500.00</u>

III. ELECTRONIC NOTICE

A. Web site production and hosting (6 months at \$250/month)	\$2,500.00
B. Search Engine Sponsored Links	\$10,000.00
TOTAL ESTIMATED ELECTRONIC EXPENSES	<u>\$12,500.00</u>

IV. MISCELLANEOUS EXPENSES

Courier, Duplicating, Overnight Delivery, Postage, Telefax, Telephone, Translation, Travel, Etc.	\$5,000.00
TOTAL ESTIMATED MISCELLANEOUS EXPENSES	<u>\$5,000.00</u>

V. ESTIMATED TOTAL BUDGET \$3,064,380.00

1. Television estimates are subject to change based upon availabilities at the time of actual placement.

2. Upon receiving final approval, KNC will negotiate final advertising rates. Advertising rates are set by the individual publications and are subject to change without notice. While the rates we have quoted are current, they are subject to change prior to the time an ad actually appears. We will make every effort to update any changes in the advertising rates we have quoted and to negotiate the best rates possible.

EXHIBIT 1

Newspapers in the American Profile Parade and USA Weekend Networks
EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
AK	Anchorage	Daily News	72,488	Parade Magazine
AK	Fairbanks	News-Miner	18,494	Parade Magazine
AK	Juneau	Empire	5,842	USA Weekend
AK	Kenai	Peninsula Clarion	6,167	USA Weekend
AL	Albertville	The Sand Mountain Reporter	9,180	American Profile
AL	Alexander City	Outlook	3,766	Parade Magazine
AL	Alexander City	The Dadeville Times	1,600	American Profile
AL	Alexander City	The Outlook	4,100	American Profile
AL	Andalusia	The Andalusia Star-News	4,453	American Profile
AL	Anniston	Star	25,403	Parade Magazine
AL	Athens	The News Courier	8,500	American Profile
AL	Atmore	The Atmore Advance	3,213	American Profile
AL	Bay Minette	The Baldwin Times	2,500	American Profile
AL	Bessemer	The Western Star	6,120	American Profile
AL	Birmingham	News	176,087	Parade Magazine
AL	Brewton	The Brewton Standard	3,009	American Profile
AL	Clanton	The Clanton Advertiser	4,400	American Profile
AL	Cullman	The Cullman Times	11,000	American Profile
AL	Cullman	Times	10,584	USA Weekend
AL	Daphne	The Bulletin	2,500	American Profile
AL	Decatur	Daily	23,944	Parade Magazine
AL	Demopolis	The Demopolis Times	2,601	American Profile
AL	Dothan	Eagle	34,061	USA Weekend
AL	Eufaula	The Eufaula Tribune	5,610	American Profile
AL	Fairhope	Fairhope Courier	2,500	American Profile
AL	Fayette	Pickens County Herald	5,000	American Profile
AL	Fayette	The Times-Record	5,000	American Profile
AL	Florence	Times Daily	31,654	Parade Magazine
AL	Foley	The Foley Onlooker	2,500	American Profile
AL	Fort Payne	The Times-Journal	6,500	American Profile
AL	Gadsden	Times	21,238	Parade Magazine
AL	Gardendale	North Jefferson News	3,500	American Profile
AL	Greenville	The Greenville Advocate	3,264	American Profile
AL	Gulf Shores	The Islander	3,000	American Profile
AL	Hartselle	The Hartselle Enquirer	5,100	American Profile
AL	Huntsville	Times	71,793	Parade Magazine
AL	Jasper	Daily Mountain Eagle	11,100	American Profile
AL	Jasper	Mountain Eagle	10,552	USA Weekend
AL	Leeds	The Leeds News	2,300	American Profile
AL	Lillian	Elberta-Lillian Ledger	2,000	American Profile
AL	Madison	Madison County Record	1,530	American Profile
AL	Mobile	Register	114,247	Parade Magazine
AL	Montgomery	Advertiser	54,315	USA Weekend
AL	Moulton	The Moulton Advertiser	5,304	American Profile
AL	Moundville	Moundville Times	1,550	American Profile
AL	Opelika	News	15,563	USA Weekend
AL	Ozark	The Southern Star	4,080	American Profile
AL	Pell City	St. Clair News-Aegis	2,800	American Profile
AL	Robertsdale	The Independent	2,000	American Profile
AL	Russellville	Franklin County Times	4,080	American Profile
AL	Scottsboro	The Daily Sentinel	5,100	American Profile
AL	Selma	The Selma Times-Journal	6,241	Parade Magazine
AL	Talladega	Daily Home	9,641	Parade Magazine
AL	Troy	The Messenger	3,366	American Profile
AL	Tuscaloosa	News	35,324	Parade Magazine
AL	Wetumpka	The Wetumpka Herald	4,600	American Profile
AR	Ashdown	Little River News	3,060	American Profile

Newspapers in the American Profile Parade and USA Weekend Networks
EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
AR	Atkins	Atkins Chronicle	2,000	American Profile
AR	Atkins	The Dover Times	1,200	American Profile
AR	Batesville	Batesville Daily Guard	10,200	American Profile
AR	Benton	The Benton Courier	8,160	American Profile
AR	Bentonville	The Weekly Vista	4,488	American Profile
AR	Berryville	Carroll County News	4,202	American Profile
AR	Blytheville	Courier News	4,351	Parade Magazine
AR	Booneville	Booneville Democrat	2,874	American Profile
AR	Camden	Camden News	4,080	American Profile
AR	Charleston	Charleston Express	1,916	American Profile
AR	Cherokee Village	The Villager Journal	3,000	American Profile
AR	Clinton	Van Buren County Democrat	4,132	American Profile
AR	Conway	Log Cabin Democrat	11,673	USA Weekend
AR	Conway	Log Cabin Democrat	11,220	American Profile
AR	Danville	Yell County Record	3,570	American Profile
AR	El Dorado	El Dorado News-Time	10,710	American Profile
AR	El Dorado	South Arkansas Sunday News	15,112	USA Weekend
AR	Fort Smith	Southwest Times Record	43,528	USA Weekend
AR	Greenwood	Greenwood Democrat	1,421	American Profile
AR	Hampton	South Arkansas Sun	1,300	American Profile
AR	Harrison	Newton County Times	1,550	American Profile
AR	Harrison	Times	10,117	USA Weekend
AR	Heber Springs	Cleburne County Sun-Times	5,000	American Profile
AR	Helena	Helena-West Helena Daily World	4,070	American Profile
AR	Hope	Hope Star	3,060	American Profile
AR	Hope	The Daily Siftings Herald	3,060	American Profile
AR	Hot Spring	The Sentinel-Record	20,400	American Profile
AR	Hot Springs	Sentinel-Record	17,644	USA Weekend
AR	Jonesboro	Sun	20,869	USA Weekend
AR	Little Rock	Arkansas Democrat-Gazette	276,436	Parade Magazine
AR	Magnolia	Banner-News	3,876	American Profile
AR	Malvern	Malvern Daily Record	4,500	American Profile
AR	Manila	Northeast Arkansas Town Crier	2,150	American Profile
AR	Marked Tree	Tri-City Tribune	1,250	American Profile
AR	Melbourne	The Melbourne Times	1,850	American Profile
AR	Mountain Home	Baxter Bulletin	11,613	USA Weekend
AR	Mountain View	Stone County Leader	4,284	American Profile
AR	Nashville	Nashville News	3,570	American Profile
AR	Newport	Newport Independent	2,250	American Profile
AR	Osceola	The Osceola Times	2,550	American Profile
AR	Paragould	Daily Press	4,862	USA Weekend
AR	Paris	Paris Express	2,792	American Profile
AR	Piggott	Piggott Times	2,250	American Profile
AR	Pine Bluff	Commercial	16,029	USA Weekend
AR	Rector	Clay County Democrat	1,450	American Profile
AR	Russellville	Courier	11,002	USA Weekend
AR	Salem	Alma Journal	497	American Profile
AR	Salem	The News	3,366	American Profile
AR	Searcy	Citizen	5,394	USA Weekend
AR	Springdale	News	41,178	USA Weekend
AR	Stuttgart	Daily Leader	3,000	American Profile
AR	Trumann	Trumann Democrat	1,050	American Profile
AR	Van Buren	Van Buren Press Argus-Courier	3,368	American Profile
AR	West Memphis	Evening Times	8,670	American Profile
AR	White Hall	The White Hall Journal	2,350	American Profile
AZ	Benson	San Pedro Valley News - Sun	3,060	American Profile
AZ	Bullhead City	Mohave Valley Daily News	10,423	USA Weekend

Newspapers in the American Profile Parade and USA Weekend Networks

EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
AZ	Bullhead City	Mohave Valley Daily News	9,180	American Profile
AZ	Casa Grande	Casa Grande Dispatch	13,000	American Profile
AZ	Casa Grande	Dispatch	11,387	USA Weekend
AZ	Chino Valley	Chino Valley Review	4,284	American Profile
AZ	Cottonwood	The Bugle	2,500	American Profile
AZ	Cottonwood	The Verde Independent	2,500	American Profile
AZ	Douglas	Dispatch	2,224	USA Weekend
AZ	Douglas	The Daily Dispatch	4,080	American Profile
AZ	Flagstaff	Arizona Daily Sun	12,076	Parade Magazine
AZ	Globe	Arizona Silver Belt	5,304	American Profile
AZ	Green Valley	Green Valley News & Sun	10,200	American Profile
AZ	Green Valley	The Sahuarita News and Sun	6,630	American Profile
AZ	Holbrook	Holbrook Tribune - News	2,000	American Profile
AZ	Kingman	Daily Miner	9,402	USA Weekend
AZ	Kingman	The Kingman Daily Miner	8,568	American Profile
AZ	Lake Havasu City	Today's New Herald Sunday	12,714	USA Weekend
AZ	Lake Havasu City	Today's News Herald	10,500	American Profile
AZ	Mesa	Tribune	79,066	Parade Magazine
AZ	Parker	Parker Pioneer	4,500	American Profile
AZ	Phoenix	Republic	541,757	USA Weekend
AZ	Prescott	Daily Courier	19,903	USA Weekend
AZ	Prescott	The Daily Courier	19,380	American Profile
AZ	Prescott Valley	Prescott Valley Tribune	9,486	American Profile
AZ	Safford	Eastern Arizona Courier	6,900	American Profile
AZ	Show Low	White Mountain Independent	10,000	American Profile
AZ	Sierra Vista	Herald Sunday	10,030	USA Weekend
AZ	Sierra Vista	Sierra Vista Herald	10,710	American Profile
AZ	Sun City	News-Sun	16,712	USA Weekend
AZ	Tucson	Star	168,861	USA Weekend
AZ	Tucson	Arizona Daily Star	168,861	Parade Magazine
AZ	Vail	Vail Sun	15,300	American Profile
AZ	Wickenburg	Wickenburg Sun	2,550	American Profile
AZ	Willcox	Arizona Range News	3,162	American Profile
AZ	Williams	Williams-Grand Canyon News	3,500	American Profile
AZ	Yuma	Daily Sun	26,015	Parade Magazine
CA	Auburn	Journal	11,253	USA Weekend
CA	Avenal	Avenal Progress	500	American Profile
CA	Bakersfield	Californian	72,557	Parade Magazine
CA	Barstow	Desert Dispatch	4,760	USA Weekend
CA	Benicia	Herald Sunday	3,403	USA Weekend
CA	Blythe	Palo Verde Valley Times(/Quartzsite Times)	4,080	American Profile
CA	Burney	Intermountain News	1,330	American Profile
CA	Chester	Chester Progressive	2,440	American Profile
CA	Chico	Chico-Oroville Enterprise Record	32,640	American Profile
CA	Chico	Enterprise-Record	31,816	USA Weekend
CA	Coalinga	Coalinga Record	1,800	American Profile
CA	Davis	Enterprise	10,038	USA Weekend
CA	Dos Palos	The Dos Palos Sun	1,150	American Profile
CA	El Centro	Imperial Valley Press	12,261	USA Weekend
CA	El Centro	Imperial Valley Press	15,300	American Profile
CA	Escalon	Escalon Times	1,800	American Profile
CA	Eureka	The Eureka Reporter	26,520	American Profile
CA	Eureka	Times-Standard	20,953	USA Weekend
CA	Exeter	The Exeter Sun dba The Foothill's Sun Gaze	3,000	American Profile
CA	Fairfield	Daily Republic	18,900	American Profile
CA	Fairfield	Republic	19,184	USA Weekend
CA	Fort Bragg	Fort Bragg Advocate News	5,100	American Profile

Newspapers in the American Profile Parade and USA Weekend Networks

EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
CA	Freemont-Newark	Bulletin/Argus	58,283	USA Weekend
CA	Fresno	Bee	180,043	Parade Magazine
CA	Gilroy	The Dispatch	4,800	American Profile
CA	Grass Valley	The Union	16,395	USA Weekend
CA	Grass Valley	The Union	17,340	American Profile
CA	Greenville	Indian Valley Record	1,210	American Profile
CA	Gridley	The Gridley Herald	3,000	American Profile
CA	Handford	Central Valley Guide	34,950	American Profile
CA	Handford	Golden Eagle	5,500	American Profile
CA	Handford	The Hanford Sentinel	15,000	American Profile
CA	Handford	Twin City Times	750	American Profile
CA	Hanford	Sentinel	13,063	USA Weekend
CA	Hayward-Pleasanton	Tri-Valley Herald	33,279	USA Weekend
CA	Hollister	Free Lance	4,000	American Profile
CA	Holtville	Calexico Chronicle	1,250	American Profile
CA	Holtville	Holtville Tribune	3,060	American Profile
CA	Holtville	Imperial Valley Weekly	1,250	American Profile
CA	Idyllwild	Idyllwild Town Crier	3,264	American Profile
CA	Imperial	Valley Press	13,146	Parade Magazine
CA	Inyo	Inyo Register	4,896	American Profile
CA	Jackson	Amador Ledger-Dispatch	8,364	American Profile
CA	Kingsburg	The Kingsburg Recorder	3,000	American Profile
CA	Lakeport	Lake County Record Bee	9,180	American Profile
CA	Lakeport	Record Bee	8,262	USA Weekend
CA	Lemoore	Le Moore Advance	1,650	American Profile
CA	Lodi	News-Sentinel	16,793	USA Weekend
CA	Lompoc	Times	6,438	USA Weekend
CA	Los Angeles	Daily News	166,640	USA Weekend
CA	Los Angeles	Times	1,173,096	Parade Magazine
CA	Los Angeles County	Breeze	67,696	USA Weekend
CA	Los Angeles County	Daily News	15,945	USA Weekend
CA	Los Angeles County	Press Telegram	86,313	USA Weekend
CA	Los Angeles County	Star News	30,671	USA Weekend
CA	Los Angeles County	Valley Tribune	42,862	USA Weekend
CA	Madera	Tribune	4,942	USA Weekend
CA	Manteca	The Manteca Bulletin	6,750	American Profile
CA	Marin	Independent Journal	34,845	USA Weekend
CA	Marysville-Yuba City	Appeal-Democrat	20,931	USA Weekend
CA	Merced	Sun Star	19,415	Parade Magazine
CA	Merced	Sun Star	19,415	USA Weekend
CA	Modesto	Bee	86,055	Parade Magazine
CA	Monterey	Monterey County Herald	32,161	USA Weekend
CA	Morgan Hill	Morgan Hill Times	4,350	American Profile
CA	Mount Shasta	Mount Shasta Herald	4,896	American Profile
CA	Napa	Register	16,972	USA Weekend
CA	Napa	The Napa Valley Register	18,360	American Profile
CA	Needles	Needles Desert Star	2,450	American Profile
CA	Oakdale	Oakdale Leader	5,100	American Profile
CA	Oakland	Tribune	44,346	USA Weekend
CA	Oceanside/Escondido	North County Times	91,627	Parade Magazine
CA	Ontario	Inland Valley Daily Bulletin	63,594	USA Weekend
CA	Palm Springs	Desert Sun	57,677	USA Weekend
CA	Palmdale	Antelope Valley Press	24,065	USA Weekend
CA	Paradise	Paradise Post	8,160	American Profile
CA	Placerville	Mountain Democrat	14,600	American Profile
CA	Porterville	Recorder	9,249	USA Weekend
CA	Porterville	The Porterville Recorder	10,200	American Profile

Newspapers in the American Profile Parade and USA Weekend Networks
EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
CA	Portola	Portola Reporter	2,475	American Profile
CA	Quincy	Feather River Bulletin	3,330	American Profile
CA	Red Bluff	News	6,651	USA Weekend
CA	Red Bluff	Red Bluff Daily News	8,160	American Profile
CA	Redding	Record Searchlight	37,365	Parade Magazine
CA	Redlands	Facts	6,552	USA Weekend
CA	Ridgecrest	The Daily Independent	8,160	American Profile
CA	Riverbank	The Riverbank News	1,300	American Profile
CA	Riverside	Press-Enterprise	178,062	Parade Magazine
CA	Sacramento	Bee	324,613	Parade Magazine
CA	Salinas	Californian	19,412	USA Weekend
CA	San Bernardino	Sun	67,960	USA Weekend
CA	San Diego	La Jolla Village News	15,011	USA Weekend
CA	San Diego	Union-Tribune	378,696	Parade Magazine
CA	San Francisco	Chronicle	438,006	Parade Magazine
CA	San Jose	Mercury News	251,666	USA Weekend
CA	San Luis Obispo	Tribune	42,619	Parade Magazine
CA	San Mateo	Times	21,901	USA Weekend
CA	Santa Ana	Orange County Register	329,549	Parade Magazine
CA	Santa Barbara	News-Press	38,032	USA Weekend
CA	Santa Clarita	The Signal	13,260	American Profile
CA	Santa Cruz	Sentinel	24,831	USA Weekend
CA	Santa Maria	Record	20,089	USA Weekend
CA	Santa Rosa	Press Democrat	83,436	Parade Magazine
CA	Scotts Valley	Scotts Valley Banner	7,650	American Profile
CA	Scotts Valley	The Valley Press	7,650	American Profile
CA	Selma	The Selma Enterprise	3,600	American Profile
CA	Shasta Lake	Shasta Lake Bulletin	1,330	American Profile
CA	Sonoma	The Union Democrat	14,790	American Profile
CA	South Lake Tahoe	Tahoe Daily Tribune	8,160	American Profile
CA	Stockton	Record	62,910	Parade Magazine
CA	Susana	Lassen County Times	8,600	American Profile
CA	Susana	Westwood Pinepress	1,245	American Profile
CA	Taft	Daily Midway Driller	3,060	American Profile
CA	Tahoe City	North Lake Tahoe Bonanza	1,550	American Profile
CA	Tehachapi	Tehachapi News	8,475	American Profile
CA	Truckee	Sierra Sun	7,720	American Profile
CA	Tulare	Advance Register	6,811	USA Weekend
CA	Turlock	Turlock Journal	4,000	American Profile
CA	Twenty-nine Palms	The Desert Trail	3,000	American Profile
CA	Ukiah	Journal	7,027	USA Weekend
CA	Ukiah	Ukiah Daily Journal	7,854	American Profile
CA	Vacaville	Reporter	18,654	USA Weekend
CA	Vacaville	Vacaville Reporter	20,400	American Profile
CA	Vallejo	Times-Herald	17,848	USA Weekend
CA	Vallejo	Vallejo Times Herald	22,440	American Profile
CA	Valley Springs	The Valley Springs News	1,200	American Profile
CA	Ventura County	Star	95,861	Parade Magazine
CA	Victorville	Press	35,665	USA Weekend
CA	Victorville	Press-Dispatch	38,760	American Profile
CA	Visalia	Times Delta	23,583	USA Weekend
CA	Walnut Creek	Contra Costa Times	180,440	USA Weekend
CA	Watsonville	Register-Pajaronian	5,311	USA Weekend
CA	Willits	The Willits News	2,856	American Profile
CA	Willows	Tri-County Newspapers	5,800	American Profile
CA	Woodland	Democrat	9,449	USA Weekend
CA	Woodland	Woodland Daily Democrat	10,404	American Profile

Newspapers in the American Profile Parade and USA Weekend Networks
EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
CA	Yreka	<i>Siskiyou Daily News</i>	5,916	American Profile
CA	Yucca Valley	<i>Hi-Desert Star</i>	7,000	American Profile
CO	Akron	<i>Akron News-Reporter</i>	1,550	American Profile
CO	Boulder	<i>Sunday Camera</i>	35,826	Parade Magazine
CO	Brush	<i>Brush News-Tribune</i>	1,550	American Profile
CO	Burlington	<i>The Burlington Record</i>	2,754	American Profile
CO	Canon City	<i>Daily Record</i>	7,941	USA Weekend
CO	Canon City	<i>Daily Record</i>	8,000	American Profile
CO	Colorado Springs	<i>Gazette</i>	108,639	Parade Magazine
CO	Craig	<i>Craig Daily Press</i>	9,690	American Profile
CO	Denver	<i>Post & Rocky Mountain News</i>	600,000	Parade Magazine
CO	Denver	<i>Post/Rocky Mountain News</i>	604,148	USA Weekend
CO	Durango	<i>Herald</i>	9,005	USA Weekend
CO	Fort Collins	<i>Coloradoan</i>	31,973	USA Weekend
CO	Fort Morgan	<i>Fort Morgan Times</i>	3,428	American Profile
CO	Glenwood Springs	<i>Western Slope</i>	1,877	Parade Magazine
CO	Grand Junction	<i>Sentinel</i>	33,821	Parade Magazine
CO	Greeley	<i>Tribune</i>	26,674	USA Weekend
CO	Julesburg	<i>Julesburg Advocate</i>	1,350	American Profile
CO	Lafayette	<i>Lafayette News</i>	1,000	American Profile
CO	Longmont	<i>Daily Times - Call</i>	21,500	American Profile
CO	Longmont	<i>Times Call</i>	23,252	USA Weekend
CO	Louisville	<i>Louisville Times</i>	1,000	American Profile
CO	Loveland	<i>(Loveland) Daily Reporter - Herald</i>	18,500	American Profile
CO	Loveland	<i>Reporter-Herald</i>	18,163	USA Weekend
CO	Montrose	<i>Daily Press</i>	5,612	USA Weekend
CO	Norwood	<i>Norwood Post</i>	1,250	American Profile
CO	Pueblo	<i>Chieftan</i>	51,932	Parade Magazine
CO	Silverton	<i>Silverton Standard & The Miner</i>	1,250	American Profile
CO	Steamboat Springs	<i>Steamboat Pilot</i>	4,000	American Profile
CO	Steamboat Springs	<i>Steamboat Today</i>	3,160	American Profile
CO	Sterling	<i>Journal Advocate</i>	4,950	American Profile
CO	Telluride	<i>Telluride Daily Planet</i>	6,834	American Profile
CO	Windsor	<i>Now</i>	8,425	Parade Magazine
CT	Bristol	<i>The Herald Press</i>	21,649	Parade Magazine
CT	Danbury	<i>News-Times</i>	32,906	Parade Magazine
CT	Fairfield County	<i>Post</i>	85,815	USA Weekend
CT	Hartford	<i>Courant</i>	255,419	USA Weekend
CT	Manchester	<i>Journal Inquirer</i>	44,719	Parade Magazine
CT	Manchester	<i>Journal Inquirer</i>	45,000	American Profile
CT	Meriden	<i>Record-Journal</i>	23,577	Parade Magazine
CT	Meriden	<i>Record-Journal</i>	26,520	American Profile
CT	New Britain	<i>Herald Press</i>	21,649	USA Weekend
CT	New Haven	<i>Register</i>	92,947	Parade Magazine
CT	New Haven	<i>Register</i>	92,947	USA Weekend
CT	New London	<i>Day</i>	42,108	Parade Magazine
CT	Norwalk	<i>Hour</i>	14,361	USA Weekend
CT	Norwalk	<i>The Hour</i>	16,830	American Profile
CT	Norwich	<i>Bulletin</i>	26,218	USA Weekend
CT	Stamford/Greenwich	<i>Advocate/Times</i>	36,950	Parade Magazine
CT	Torrington	<i>Register Citizen</i>	7,138	Parade Magazine
CT	Torrington	<i>Register Citizen</i>	7,138	USA Weekend
CT	Waterbury	<i>Republican-American</i>	59,173	Parade Magazine
CT	Willimantic	<i>Chronicle</i>	9,446	USA Weekend
CT	Willimantic	<i>The Chronicle</i>	12,240	American Profile
DC	Suburban Washington	<i>Examiner</i>	260,950	USA Weekend
DC	Washington	<i>Post</i>	929,921	Parade Magazine

Newspapers in the American Profile Parade and USA Weekend Networks
EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
DC	Washington	<i>The Washington Times</i>	124,440	American Profile
DC	Washington	<i>Times</i>	69,700	USA Weekend
DE	Dover	<i>Delaware State News</i>	22,125	Parade Magazine
DE	Newark	<i>Newark Post</i>	6,120	American Profile
DE	Newark	<i>Route 40 Flier</i>	19,380	American Profile
DE	Wilmington	<i>News Journal</i>	131,796	USA Weekend
FL	Bartow	<i>The Polk County Democrat</i>	3,200	American Profile
FL	Boca Raton	<i>News</i>	26,500	USA Weekend
FL	Bradenton	<i>Herald</i>	54,233	Parade Magazine
FL	Bradenton	<i>Herald</i>	54,233	USA Weekend
FL	Brooksville	<i>Hernando Today</i>	4,611	USA Weekend
FL	Brooksville	<i>Hernando Today</i>	18,360	American Profile
FL	Charlotte Harbor	<i>Sun Newspapers</i>	16,500	American Profile
FL	Charlotte Harbor/Port Charlotte	<i>Sun</i>	69,355	USA Weekend
FL	Chiefland	<i>Chiefland Citizen</i>	4,400	American Profile
FL	Crawfordville	<i>The Wakulla News</i>	6,120	American Profile
FL	Crescent City	<i>Courier Journal</i>	3,060	American Profile
FL	Crestview	<i>Crestview News Bulletin</i>	5,100	American Profile
FL	Cross City	<i>Dixie County Advocate</i>	4,570	American Profile
FL	Crystal River	<i>Citrus County Chronicle</i>	32,462	USA Weekend
FL	Dade City	<i>Auburndale Sun</i>	1,050	American Profile
FL	Daytona Beach	<i>News-Journal</i>	121,970	USA Weekend
FL	DeLand	<i>DeLand - Deltona Beacon</i>	5,100	American Profile
FL	Dunnellon	<i>Riverland News</i>	3,500	American Profile
FL	Eastpoint	<i>Franklin Chronicle</i>	1,500	American Profile
FL	Fernandina Beach	<i>Fernandina Beach News-Leader</i>	11,000	American Profile
FL	Fort Meade	<i>The Fort Meade Leader</i>	1,000	American Profile
FL	Fort Walton Beach	<i>Northwest Florida News</i>	43,120	Parade Magazine
FL	Ft. Lauderdale	<i>South Florida Sun-Sentinel</i>	319,103	USA Weekend
FL	Ft. Myers	<i>News-Press</i>	115,783	USA Weekend
FL	Gainesville	<i>Sun</i>	52,827	Parade Magazine
FL	Jacksonville	<i>The Beaches Leader</i>	10,200	American Profile
FL	Jacksonville	<i>Times-Union</i>	214,572	USA Weekend
FL	Kissimmee	<i>Osceola News-Gazette</i>	20,000	American Profile
FL	Kissimmee	<i>South Orange News</i>	11,700	American Profile
FL	Lake City	<i>Lake City Reporter</i>	8,600	American Profile
FL	Lake City	<i>Reporter</i>	9,126	Parade Magazine
FL	Lake Placid	<i>Lake Placid Journal</i>	2,000	American Profile
FL	Lake Wales	<i>Lake Wales News</i>	4,200	American Profile
FL	Lakeland	<i>Ledger</i>	89,487	Parade Magazine
FL	Leesburg	<i>Commercial</i>	25,019	USA Weekend
FL	Live Oak	<i>Suwannee Democrat</i>	5,712	American Profile
FL	MacClenny	<i>The Baker County Standard</i>	4,590	American Profile
FL	Madison	<i>The Madison Enterprise-Recorder</i>	3,468	American Profile
FL	Marianna	<i>Jackson County Floridian</i>	7,344	American Profile
FL	Marianna	<i>Jackson County Floridian</i>	6,522	USA Weekend
FL	Melbourne	<i>Florida Today</i>	100,555	USA Weekend
FL	Miami	<i>El Nuevo Herald</i>	90,023	Parade Magazine
FL	Miami	<i>Herald</i>	342,432	Parade Magazine
FL	Naples	<i>News</i>	75,553	Parade Magazine
FL	New Smyrna Beach	<i>The Observer</i>	2,000	American Profile
FL	Ocala	<i>Star-Banner</i>	52,864	Parade Magazine
FL	Orlando	<i>El Sentinel</i>	97,953	USA Weekend
FL	Orlando	<i>Sentinel</i>	335,689	Parade Magazine
FL	Oviedo	<i>The Voice (Oviedo)</i>	3,162	American Profile
FL	Panama City	<i>News Herald</i>	56,722	USA Weekend
FL	Pensacola	<i>News Journal</i>	73,999	USA Weekend

Newspapers in the American Profile Parade and USA Weekend Networks

EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
FL	Quincy	Gadsden County Times	6,000	American Profile
FL	Sarasota	Herald-Tribune	134,101	Parade Magazine
FL	Sebring	Highlands Today	23,000	USA Weekend
FL	Sebring	Highlands Today	25,500	American Profile
FL	St. Augustine	Record	18,914	USA Weekend
FL	St. Petersburg	Times	430,893	Parade Magazine
FL	Tallahassee	Democrat	62,804	USA Weekend
FL	Tampa	Suncoast Community News	151,319	USA Weekend
FL	Tampa	Tribune	298,674	Parade Magazine
FL	The Villages	Daily Sun	33,993	USA Weekend
FL	The Villages	The Villages Daily Sun	39,000	American Profile
FL	Treasure Coast	News-Press-Tribune	119,357	Parade Magazine
FL	Venice	Hardee Sun	1,000	American Profile
FL	Venice	Venice Gondolier Sun	12,750	American Profile
FL	Wauchula	The Herald Advocate	4,590	American Profile
FL	West Palm Beach	Post	204,847	Parade Magazine
FL	Winter Haven	News Chief	7,483	USA Weekend
GA	Albany	Sunday	23,640	USA Weekend
GA	Americus	Times-Recorder	5,269	Parade Magazine
GA	Athens	Banner-Herald	30,712	USA Weekend
GA	Atlanta	Journal-Constitution	523,687	Parade Magazine
GA	Augusta	Chronicle	92,418	USA Weekend
GA	Augusta	North Augusta Today	17,200	American Profile
GA	Blakely	Early County News	3,672	American Profile
GA	Brunswick	The Brunswick News	16,520	American Profile
GA	Bryan County	News	3,033	Parade Magazine
GA	Cairo	The Cairo Messenger	4,998	American Profile
GA	Canton	Tribune	5,570	USA Weekend
GA	Carrollton	Times-Georgian	8,426	USA Weekend
GA	Cartersville	The Daily Tribune News	9,384	American Profile
GA	Clayton	The Clayton Tribune	8,466	American Profile
GA	Columbus	Ledger-Enquirer	51,410	Parade Magazine
GA	Conyers	Daily Post	9,713	USA Weekend
GA	Cordele	Dispatch	4,061	Parade Magazine
GA	Covington	The Covington News	6,120	American Profile
GA	Cumming	Forsyth County News	15,300	American Profile
GA	Dalton	Citizen	12,189	USA Weekend
GA	Dawsonville	Dawson Community News	4,080	American Profile
GA	Douglas	The Douglas News	3,200	American Profile
GA	Douglasville	Douglas County Sentinel	4,000	USA Weekend
GA	Dublin	Courier Herald	9,891	USA Weekend
GA	Eatonton	The Eatonton Messenger	4,590	American Profile
GA	Fayetteville	Fayette Daily News	4,080	American Profile
GA	Fayetteville	Today in Peachtree City	2,652	American Profile
GA	Forsyth	The Monroe County Reporter	4,500	American Profile
GA	Gainesville	Times	19,884	USA Weekend
GA	Gray	The Jones County News	4,080	American Profile
GA	Griffin	News	7,829	USA Weekend
GA	Hinesville	The Coastal Courier	4,503	Parade Magazine
GA	Jesup	The Press-Sentinel	6,500	American Profile
GA	Jonesboro	News Daily	2,437	USA Weekend
GA	LaGrange	LaGrange Daily News	9,792	American Profile
GA	Lawrenceville	Sunday Citizen	104,752	USA Weekend
GA	Louisville	McDuffie Mirror	4,080	American Profile
GA	Louisville	The News & Farmer	5,100	American Profile
GA	Macon	Telegraph	73,395	Parade Magazine
GA	Marietta	Journal	17,744	USA Weekend

Newspapers in the American Profile Parade and USA Weekend Networks
EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
GA	McDonough	Daily Herald	2,868	USA Weekend
GA	Metter	The Metter Advertiser	3,060	American Profile
GA	Milledgeville	The Baldwin Bulletin	3,264	American Profile
GA	Milledgeville	Union-Recorder	7,404	USA Weekend
GA	Monroe	The Walton Tribune	6,120	American Profile
GA	Montezuma	The Citizen and Georgian	3,060	American Profile
GA	Moultrie	Observer	6,314	Parade Magazine
GA	Newnan	Times-Herald	10,400	USA Weekend
GA	Perry	The Houston Home Journal	10,300	USA Weekend
GA	Perry	The Houston Home Journal	9,000	American Profile
GA	Reidsville	The Tattnall Journal	2,500	American Profile
GA	Rincon	Effingham Herald	12,231	Parade Magazine
GA	Rome	News Tribune	18,569	Parade Magazine
GA	Savannah	Morning News	64,308	USA Weekend
GA	Statesboro	Herald	7,753	Parade Magazine
GA	Sylvania	The Sylvania Telephone	4,794	American Profile
GA	Thomaston	The Thomaston Times	5,610	American Profile
GA	Thomasville	Times-Enterprise	9,298	Parade Magazine
GA	Tifton	Gazette	7,657	Parade Magazine
GA	Valdosta	Daily Times	17,997	Parade Magazine
GA	Winder	The Barrow County News	7,650	American Profile
HI	Hilo	Tribune-Herald	21,396	USA Weekend
HI	Honolulu	Advertiser	155,932	USA Weekend
HI	Honolulu	Star-Bulletin	62,678	Parade Magazine
HI	Kailua-Kona	West Hawaii Today	15,349	USA Weekend
HI	Lihue	Garden Island	9,846	USA Weekend
HI	Wailuku	Maui News	24,958	Parade Magazine
IA	Algona	The Algona Upper Des Moines	4,080	American Profile
IA	Allison	Butler County Tribune Journal	1,550	American Profile
IA	Ames	Tribune	11,959	Parade Magazine
IA	Armstrong	Rock Valley Bee	1,350	American Profile
IA	Atlantic	Atlantic News - Telegraph	3,570	American Profile
IA	Audubon	Audubon County Advocate Journal	1,950	American Profile
IA	Bedford	The Bedford Times-Press	1,099	American Profile
IA	Boone	Boone News-Republican	3,162	American Profile
IA	Britt	The Britt News Tribune	1,550	American Profile
IA	Burlington	Hawk Eye	20,410	USA Weekend
IA	Burlington	The Hawk Eye	21,420	American Profile
IA	Carroll	Daily Times Herald	6,388	American Profile
IA	Cascade	Cascade Pioneer	1,475	American Profile
IA	Cedar Rapids	Gazette	73,685	Parade Magazine
IA	Cedar Rapids	The Gazette	66,300	American Profile
IA	Centerville	Daily Iowegian	3,162	American Profile
IA	Cherokee	Chronicle Times	2,500	American Profile
IA	Clarksville	The Clarksville Star	1,600	American Profile
IA	Clinton	Clinton Herald	13,056	American Profile
IA	Clinton	Herald	11,689	USA Weekend
IA	Council Bluffs	Nonpareil	19,683	USA Weekend
IA	Council Bluffs	The Daily Nonpareil	17,000	American Profile
IA	Creston	Creston News Advertiser	5,712	American Profile
IA	Davenport-Bettendorf	Quad City Times	67,749	Parade Magazine
IA	Denison	Denison Review	3,978	American Profile
IA	Des Moines	Register	233,229	USA Weekend
IA	Dubuque, IA/East Dubuque, IL	Telegraph-Herald	33,708	USA Weekend
IA	Dyersville	Dyersville Commerical	3,400	American Profile
IA	Fairfield	The Fairfield Daily Ledger	3,315	American Profile
IA	Forest City	Forest City Summit	2,913	American Profile

Newspapers in the American Profile Parade and USA Weekend Networks
EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
IA	Fort Dodge	Messenger	18,561	Parade Magazine
IA	Fort Madison	Fort Madison Daily Democrat	5,610	American Profile
IA	Hamburg	Hamburg Reporter	1,249	American Profile
IA	Harlan	Harlan News-Advertiser	3,570	American Profile
IA	Hawarden	The Independent/Examiner	1,050	American Profile
IA	Hull	Sioux County Index-Reporter	1,029	American Profile
IA	Ida Grove	Ida County Courier	2,856	American Profile
IA	Inwood	West Lyon Herald	1,031	American Profile
IA	Iowa City	Press-Citizen	16,053	USA Weekend
IA	Kalona	The Kalona News	2,600	American Profile
IA	Kalona	The Lone Tree Reporter	1,000	American Profile
IA	Kanawha	Kanawha Reporter	1,000	American Profile
IA	Keokuk	Daily Gate City	5,610	American Profile
IA	Knoxville	Journal Express	2,300	American Profile
IA	Knoxville	The Chronicle	2,000	American Profile
IA	LeMars	LeMars Daily Sentinel	2,800	American Profile
IA	Logan	Logan Herald-Observer	1,500	American Profile
IA	Marshalltown	Times-Republican	10,741	Parade Magazine
IA	Mason City	Globe Gazette	19,431	American Profile
IA	Mason City	Globe-Gazette	22,504	Parade Magazine
IA	Mount Pleasant	Mt. Pleasant News	3,009	American Profile
IA	Muscatine	Muscatine Journal	7,438	USA Weekend
IA	Newton	Newton Daily News	5,916	American Profile
IA	Osage	Mitchell County Press News	3,060	American Profile
IA	Osceola	Osceola Sentinel-Tribune	3,672	American Profile
IA	Oskaloosa	Oskaloosa Herald	3,500	American Profile
IA	Ottumwa	The Ottumwa Courier	15,000	American Profile
IA	Rock Rapids	Lyon County Reporter	1,834	American Profile
IA	Shenandoah	Valley News Today	2,450	American Profile
IA	Sioux City	Journal	42,323	USA Weekend
IA	Sioux City	Sioux City Journal	45,900	American Profile
IA	Spencer	The Daily Reporter	3,800	American Profile
IA	Spirit Lake	Dickinson County News	3,100	American Profile
IA	Storm Lake	Pilot Tribune	2,800	American Profile
IA	Story City	The Story City Herald	2,100	American Profile
IA	Tipton	The Tipton Conservative and Advertiser	4,182	American Profile
IA	Washington	The Washington Evening Journal	3,839	American Profile
IA	Waterloo	Cedar Falls Insider	23,667	American Profile
IA	Waterloo	Courier	50,133	Parade Magazine
IA	Waterloo	Waterloo Insider	23,667	American Profile
IA	Waterloo	Waverly Insider	23,666	American Profile
IA	West Branch	West Branch Times	1,500	American Profile
IA	West Liberty	The West Liberty Index	1,000	American Profile
IA	Winterset	Madisonian	2,856	American Profile
IA	Woodbine	The Woodbine Twiner	1,200	American Profile
ID	Aberdeen	The Aberdeen Times	1,050	American Profile
ID	American Falls	Power County Press	2,050	American Profile
ID	Blackfoot	The Morning News	4,000	American Profile
ID	Boise	Idaho Statesman	83,787	Parade Magazine
ID	Boise	Idaho Statesman	83,787	USA Weekend
ID	Burley	South Idaho Press	4,794	American Profile
ID	Coeur d'Alene	Coeur d'Alene Press	21,800	American Profile
ID	Coeur D'Alene	Press	31,779	USA Weekend
ID	Grangeville	Idaho County Free Press	3,600	American Profile
ID	Idaho Falls	Post-Register	24,762	Parade Magazine
ID	Kellogg	Shoshone News-Press	4,200	American Profile
ID	Lewiston-Clarkson	Tribune	25,095	Parade Magazine

Newspapers in the American Profile Parade and USA Weekend Networks

EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
ID	Moscow	<i>The Moscow-Pullman Daily News</i>	7,140	American Profile
ID	Mt. Home	<i>Mountain Home News</i>	4,080	American Profile
ID	Nampa-Caldwell	<i>Idaho Press Tribune</i>	21,468	Parade Magazine
ID	Payette	<i>Independent Enterprise</i>	2,350	American Profile
ID	Pocatello	<i>Idaho State Journal</i>	18,735	Parade Magazine
ID	Preston	<i>The Preston Citizen</i>	2,300	American Profile
ID	Priest River	<i>Priest River Times</i>	2,800	American Profile
ID	Rexburg	<i>Standard Journal</i>	4,874	Parade Magazine
ID	Rexburg	<i>Standard Journal</i>	4,860	USA Weekend
ID	Rexburg	<i>Standard Journal</i>	5,500	American Profile
ID	Sandpoint	<i>Bonner County Daily Bee</i>	5,200	American Profile
ID	Sandpoint	<i>Bonniers Ferry Herald</i>	3,000	American Profile
ID	Twin Falls	<i>Times-News</i>	23,849	Parade Magazine
IL	Aledo	<i>The Times Record</i>	3,468	American Profile
IL	Alton	<i>The Telegraph</i>	27,500	American Profile
IL	Alton-East Alton-Wood River	<i>Telegraph</i>	26,041	USA Weekend
IL	Aurora	<i>Beacon News</i>	29,451	USA Weekend
IL	Belleville	<i>News-Democrat</i>	64,959	Parade Magazine
IL	Benton	<i>News</i>	2,724	USA Weekend
IL	Benton	<i>The Evening News</i>	3,774	American Profile
IL	Bloomington	<i>The Pantagraph</i>	51,000	American Profile
IL	Bloomington	<i>Pantagraph</i>	50,066	Parade Magazine
IL	Canton	<i>The Daily Ledger</i>	5,610	American Profile
IL	Carbondale	<i>Southern Illinoisan</i>	36,776	Parade Magazine
IL	Carbondale	<i>The Southern Illinoisan</i>	29,073	American Profile
IL	Carlinville	<i>Macoupin County Enquirer Democrat</i>	4,080	American Profile
IL	Centralia-Central City	<i>Sentinel</i>	14,528	Parade Magazine
IL	Champaign	<i>News-Gazette</i>	45,689	Parade Magazine
IL	Charleston	<i>Times-Courier</i>	5,823	USA Weekend
IL	Chester	<i>Randolph County Herald-Tribune</i>	2,500	American Profile
IL	Chicago	<i>Redeye</i>	100,000	Parade Magazine
IL	Chicago	<i>Sun-Times</i>	300,750	USA Weekend
IL	Chicago	<i>Tribune</i>	940,620	Parade Magazine
IL	Chicago Suburban	<i>Herald</i>	149,613	USA Weekend
IL	Chicago Suburban	<i>Southtown</i>	67,927	USA Weekend
IL	Christopher	<i>The Progress</i>	1,550	American Profile
IL	Crystal Lake	<i>Lake County Journals</i>	50,000	American Profile
IL	Crystal Lake	<i>Northwest Herald</i>	40,055	USA Weekend
IL	Crystal Lake	<i>The Northwest Herald</i>	40,800	American Profile
IL	Danville	<i>Commercial-News</i>	15,300	USA Weekend
IL	Decatur	<i>Herald and Review</i>	45,559	Parade Magazine
IL	DeKalb	<i>Daily Chronicle</i>	11,183	Parade Magazine
IL	Du Quoin	<i>Du Quoin Evening Call</i>	3,876	American Profile
IL	Du Quoin	<i>Evening Call</i>	3,728	USA Weekend
IL	Effingham	<i>Daily News</i>	12,146	USA Weekend
IL	Effingham	<i>Effingham Daily News</i>	13,770	American Profile
IL	Eldorado	<i>Journal</i>	864	USA Weekend
IL	Elgin	<i>Courier News</i>	13,518	USA Weekend
IL	Fairbury	<i>The Blade</i>	2,150	American Profile
IL	Flora	<i>The Daily Clay County Advocate-Press</i>	2,150	American Profile
IL	Freeport	<i>Journal-Standard</i>	12,977	Parade Magazine
IL	Freeport	<i>The Journal-Standard</i>	14,280	American Profile
IL	Galesburg	<i>Register-Mail</i>	13,355	Parade Magazine
IL	Galesburg	<i>The Paper</i>	18,360	American Profile
IL	Geneseo	<i>Geneseo Republic</i>	5,950	American Profile
IL	Geneva	<i>Chronicle</i>	11,973	USA Weekend
IL	Geneva	<i>Kane County Chronicle</i>	13,800	American Profile

Newspapers in the American Profile Parade and USA Weekend Networks

EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
IL	Harrisburg	Register	3,792	USA Weekend
IL	Harrisburg	The Daily Register	6,222	American Profile
IL	Herrin	The Spokesman	2,050	American Profile
IL	Hillsboro	The Journal News	6,300	American Profile
IL	Jacksonville	Jacksonville Journal Courier	15,000	American Profile
IL	Jacksonville	Journal-Courier	13,618	USA Weekend
IL	Joliet	Herald-News	44,344	USA Weekend
IL	Kankakee	The Daily Journal	30,648	USA Weekend
IL	Kankakee	The Daily Journal	26,520	American Profile
IL	Kewanee	Star-Courier	6,018	American Profile
IL	La Salle-Peru-Oglesby	News Tribune	17,495	USA Weekend
IL	Lena	Northwestern Illinois Farmers	1,900	American Profile
IL	Lincoln	The Courier	7,038	American Profile
IL	Loves Park	Rock Valley Publishing	2,300	American Profile
IL	Machesney Park	Elmhurst Independent	2,300	American Profile
IL	Macomb	Journal	4,984	USA Weekend
IL	Macomb	Macomb Journal	4,200	American Profile
IL	Marion	Marion Daily Republican	3,060	American Profile
IL	Marion	Republican	3,004	USA Weekend
IL	Mattoon	Journal Gazette	9,695	USA Weekend
IL	Metamora	Metamora Herald	2,050	American Profile
IL	Metropolis	Metropolis Planet	4,896	American Profile
IL	Moline-East Moline	Dispatch	30,883	USA Weekend
IL	Monmouth	Daily Review Atlas	1,500	American Profile
IL	Morris	Daily Herald	7,025	USA Weekend
IL	Morris	Morris Daily Herald	7,956	American Profile
IL	Mount Carmel	Daily Republican-Register	4,080	American Profile
IL	Mount Vernon	Register-News	8,593	USA Weekend
IL	Murphysboro	Murphysboro American	1,850	American Profile
IL	Naperville	Sun	15,858	USA Weekend
IL	Newton	Newton Press-Mentor	2,250	American Profile
IL	Olney	Olney Daily Mail	4,080	American Profile
IL	Oquawka	Oquawka Current	1,000	American Profile
IL	Ottawa	The Times	15,267	Parade Magazine
IL	Ottawa	The Times	16,000	American Profile
IL	Palos Heights	The Regional News	4,200	American Profile
IL	Palos Heights	The Reporter	5,800	American Profile
IL	Paris	Paris - Beacon News	5,610	American Profile
IL	Pekin	(Pekin) Daily Times	11,000	American Profile
IL	Pekin	Daily Times	8,785	USA Weekend
IL	Peoria	Chillicothe Times-Bulletin	2,438	American Profile
IL	Peoria	East Peoria Times-Courier	2,537	American Profile
IL	Peoria	Journal-Star	82,654	Parade Magazine
IL	Peoria	Morton Times-News	2,791	American Profile
IL	Peoria	Peoria Times-Observer	20,298	American Profile
IL	Peoria	Washington Times-Reporter	8,627	American Profile
IL	Plainfield	The Enterprise	7,000	American Profile
IL	Pontiac	Daily Leader	4,488	American Profile
IL	Pontiac	Leader	3,843	USA Weekend
IL	Quincy	Herald-Whig	25,369	Parade Magazine
IL	Rock Island	Argus	13,446	USA Weekend
IL	Rockford	Register Star	70,795	USA Weekend
IL	Rockford	Rockford Register Star	57,000	American Profile
IL	Rushville	The Rushville Times	3,060	American Profile
IL	Salem	Salem Times Commoner	4,080	American Profile
IL	Shawneetown	The Gallatin Democrat	2,250	American Profile
IL	Shelbyville	Shelbyville Daily Union	4,080	American Profile

Newspapers in the American Profile Parade and USA Weekend Networks

EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
IL	Springfield	State Journal-Register	61,178	Parade Magazine
IL	Sterling	Sauk Valley Newspaper	24,480	American Profile
IL	Sterling-Rock Falls	Sauk Valley	19,815	USA Weekend
IL	Sycamore	Genoa-Kingston-Kirkland News	1,600	American Profile
IL	Sycamore	Hampshire Register-News	1,700	American Profile
IL	Sycamore	Sycamore News	1,700	American Profile
IL	Taylorville	Breeze Courier	6,630	American Profile
IL	Vandalia	Leader-Union	5,202	American Profile
IL	Waukegan-North Chicago	News Sun	22,000	USA Weekend
IL	West Frankfort	American	1,713	USA Weekend
IL	West Frankfort	The Daily American	3,060	American Profile
IN	Anderson	Herald Bulletin	23,370	Parade Magazine
IN	Angola	Herald-Republican	4,779	USA Weekend
IN	Auburn	Evening Star	6,482	USA Weekend
IN	Batesville	The Herald Tribune	3,600	American Profile
IN	Bloomington-Bedford	Times	42,206	Parade Magazine
IN	Bluffton	News-Banner	5,064	USA Weekend
IN	Boonville	Boonville Standard	4,080	American Profile
IN	Brazil	Brazil Times	4,200	American Profile
IN	Bremen	The Bremen Enquirer	1,300	American Profile
IN	Columbia City	The Post & Mail	4,497	American Profile
IN	Columbus	The Republic	20,254	USA Weekend
IN	Connersville	News Examiner	6,395	USA Weekend
IN	Crawfordsville	Journal Review	7,820	USA Weekend
IN	Culver	The Culver Citizen	1,452	American Profile
IN	Decatur	Decatur Daily Democrat	6,685	American Profile
IN	Elkhart	The Truth	28,153	USA Weekend
IN	Evansville	Courier & Press	87,771	Parade Magazine
IN	Fort Wayne	Journal-Gazette	117,777	Parade Magazine
IN	Frankfort	Times	5,900	USA Weekend
IN	Franklin	Daily Journal	17,643	USA Weekend
IN	French Lick	Springs Valley Herald	2,856	American Profile
IN	Ft. Wayne	Journal-Gazette/News-Sentinel	25,979	USA Weekend
IN	Goshen	News	13,568	Parade Magazine
IN	Greencastle	Banner - Graphic	5,600	American Profile
IN	Greenfield	Daily Reporter	10,069	USA Weekend
IN	Greensburg	Greensburg Daily News	5,600	American Profile
IN	Huntington	Herald-Press	6,405	USA Weekend
IN	Indianapolis	Star	354,312	USA Weekend
IN	Jasper	Herald	12,371	USA Weekend
IN	Kendallville	News-Sun	8,177	USA Weekend
IN	Kendallville	The News-Sun	22,950	American Profile
IN	Knox	The Leader	2,174	American Profile
IN	Kokomo	Tribune	21,705	Parade Magazine
IN	La Porte	Herald Argus	12,488	USA Weekend
IN	Lafayette-West Lafayette	Journal and Courier	36,172	USA Weekend
IN	LaPorte	The LaPorte Herald Argus	14,000	American Profile
IN	Lawrenceburg	Journal Press	6,400	American Profile
IN	Lebanon	The Lebanon Reporter	5,600	American Profile
IN	Linton	The Daily World	5,610	American Profile
IN	Logansport	Pharos-Tribune	9,487	Parade Magazine
IN	Madison	The Madison Courier	9,300	American Profile
IN	Marion	Chronicle Tribune	18,421	USA Weekend
IN	Merriville	Post-Tribune	67,974	USA Weekend
IN	Michigan City	News-Dispatch	11,129	USA Weekend
IN	Monticello	Herald Journal	5,105	USA Weekend
IN	Mooresville	The Mooresville/Decatur Times	6,000	American Profile

Newspapers in the American Profile Parade and USA Weekend Networks

EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
IN	Muncie	Star/Press	34,240	USA Weekend
IN	Munster	Times	89,942	Parade Magazine
IN	Nappanee	Nappanee Advance News	1,300	American Profile
IN	New Albany/Jeffersonville	Evening News/Tribune	13,656	Parade Magazine
IN	New Castle	Courier Times	8,989	USA Weekend
IN	Noblesville	The Noblesville Daily Times	8,000	American Profile
IN	North Vernon	North Vernon Plain Dealer	6,200	American Profile
IN	Paoli	Paoli Republican	3,264	American Profile
IN	Peru	Tribune	5,694	USA Weekend
IN	Plymouth	Bourbon News-Mirror	2,374	American Profile
IN	Plymouth	Pilot News	5,900	American Profile
IN	Portland	The Commercial Review	5,508	American Profile
IN	Princeton	Princeton Daily Clarion	7,752	American Profile
IN	Richmond	Palladium-Item	20,391	USA Weekend
IN	Rochester	The Rochester Sentinel	4,400	American Profile
IN	Rushville	The Rushville Republican	3,400	American Profile
IN	Salem	The Salem Democrat	5,610	American Profile
IN	Seymour	The Tribune	8,632	USA Weekend
IN	Seymour	The Tribune	8,000	American Profile
IN	Shelbyville	News	8,680	USA Weekend
IN	Shoals	The Shoals News	2,450	American Profile
IN	South Bend	Tribune	91,862	Parade Magazine
IN	Terre Haute	Tribune-Star	28,986	Parade Magazine
IN	Versailles	The Versailles Republican	4,590	American Profile
IN	Vincennes	Sun-Commercial	11,048	USA Weekend
IN	Wabash	Plain Dealer	4,599	USA Weekend
IN	Warsaw	Times-Union	11,753	USA Weekend
IN	Washington	The Washington Times-Herald	8,500	American Profile
IN	Winchester	The News-Gazette	3,162	American Profile
IN	Zionsville	Zionsville Times Sentinel	4,100	American Profile
KS	Abilene	Abilene Reflector-Chronicle	3,162	American Profile
KS	Arkansas City	Traveler	4,046	USA Weekend
KS	Atchinson	Atchison Daily Globe	4,386	American Profile
KS	Augusta	Augusta Daily Gazette	2,300	American Profile
KS	Baxter Springs	Baxter Springs News	1,600	American Profile
KS	Chanute	The Chanute Tribune	3,900	American Profile
KS	Coffeyville	The Coffeyville Journal	4,200	American Profile
KS	Columbus	The Columbus Daily Advocate	2,200	American Profile
KS	Derby	The Derby Reporter	2,040	American Profile
KS	Dodge City	Globe	6,341	USA Weekend
KS	El Dorado	The El Dorado Times	3,500	American Profile
KS	Ellsworth	Ellsworth County Independent/Reporter	2,750	American Profile
KS	Emporia	Gazette	7,449	USA Weekend
KS	Eureka	The Eureka Herald	2,050	American Profile
KS	Garden City	Telegram	8,494	USA Weekend
KS	Garnett	The Anderson County Review	3,000	American Profile
KS	Goodland	The Goodland Daily News	1,950	American Profile
KS	Great Bend	Tribune	5,768	Parade Magazine
KS	Hays	News	13,186	USA Weekend
KS	Herington	The Herington Times	2,100	American Profile
KS	Holton	The Holton Recorder	4,080	American Profile
KS	Hutchinson	News	35,018	USA Weekend
KS	Junction City	The Daily Union	5,250	American Profile
KS	Kansas City	Kansan	3,772	USA Weekend
KS	Lawrence	Journal-World	19,712	USA Weekend
KS	Leavenworth	Times	4,897	USA Weekend
KS	Manhattan	The Manhattan Mercury	11,119	Parade Magazine

Newspapers in the American Profile Parade and USA Weekend Networks

EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
KS	McPherson	McPherson Sentinel	4,600	American Profile
KS	Newton	Kansan	7,602	USA Weekend
KS	Norton	The Norton Telegram	1,900	American Profile
KS	Oberlin	Bird City Times	598	American Profile
KS	Oberlin	Colby Free Press	1,950	American Profile
KS	Oberlin	The Oberlin Herald	1,850	American Profile
KS	Oberlin	The St. Francis Herald	1,250	American Profile
KS	Olathe	News	4,196	Parade Magazine
KS	Oskaloosa	The Oskaloosa Independent	2,350	American Profile
KS	Ottawa	The Ottawa Herald	5,615	American Profile
KS	Parsons	Parsons Sun	6,528	American Profile
KS	Pittsburg	Sun	7,799	USA Weekend
KS	Pratt	The Pratt Tribune	2,050	American Profile
KS	Salina	Journal	29,328	USA Weekend
KS	Stockton	Stockton Sentinel	1,450	American Profile
KS	Topeka	Capital-Journal	54,143	USA Weekend
KS	Valley Falls	The Vindicator	2,754	American Profile
KS	Wellington	Wellington Daily News	3,366	American Profile
KS	Wichita	Eagle	135,998	Parade Magazine
KS	Winfield	Courier	4,757	USA Weekend
KY	Ashland	Sunday Independent	17,858	Parade Magazine
KY	Barbourville	Barbourville Mountain Advocate	5,610	American Profile
KY	Bardstown	Kentucky Standard	8,670	American Profile
KY	Benton	The Tribune Courier	5,406	American Profile
KY	Bowling Green	Daily News	26,112	American Profile
KY	Bowling Green	News	24,863	Parade Magazine
KY	Brandenburg	The News Standard	11,500	American Profile
KY	Brownsville	Edmonson News	4,100	American Profile
KY	Cadiz	The Cadiz Record	4,080	American Profile
KY	Carlisle	The Carlisle Mercury	2,050	American Profile
KY	Cave City	Barren County Progress	8,000	American Profile
KY	Clay City	The Clay City Times	3,672	American Profile
KY	Corbin	Times - Tribune	8,160	American Profile
KY	Danville	The Advocate Messenger	10,000	American Profile
KY	Danville	The Kentucky Advocate	11,286	Parade Magazine
KY	Eddyville	Lyon County Herald-Ledger	2,050	American Profile
KY	Elizabethtown	News-Enterprise	20,174	Parade Magazine
KY	Falmouth	The Falmouth Outlook	4,080	American Profile
KY	Flemingsburg	Flemingsburg Gazette	2,500	American Profile
KY	Frankfort	The State Journal	9,000	American Profile
KY	Fulton	The Fulton Leader	2,400	American Profile
KY	Georgetown	Georgetown News Graphic	4,850	American Profile
KY	Glasgow	Glasgow Daily Times	8,936	Parade Magazine
KY	Greenup	Greenup County News-Times	2,550	American Profile
KY	Hardinsburg	Breckinridge Herald News	6,120	American Profile
KY	Harlan	Daily Enterprise	6,581	USA Weekend
KY	Harlan	Harlan Daily	6,936	American Profile
KY	Henderson	Gleaner	11,750	Parade Magazine
KY	Hopkinsville	Fort Campbell Courier	23,460	American Profile
KY	Hopkinsville	Kentucky New Era	15,300	American Profile
KY	Hopkinsville	New Era	10,181	USA Weekend
KY	Horse Cave	Green River Republican	6,000	American Profile
KY	Horse Cave	The Metcalfe Light	2,000	American Profile
KY	Irvine	Citizen Voice and Times	3,519	American Profile
KY	Leitchfield	Grayson Co. News - Gazette	5,200	American Profile
KY	Lexington	Herald-Leader	138,986	Parade Magazine
KY	Liberty	Casey County News	4,800	American Profile

Newspapers in the American Profile Parade and USA Weekend Networks

EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
KY	London	<i>The Sentinel-Echo</i>	8,000	American Profile
KY	Louisville	<i>Courier-Journal</i>	266,594	USA Weekend
KY	Madisonville	<i>Messenger</i>	7,504	USA Weekend
KY	Maysville	<i>Ledger Independent</i>	8,473	USA Weekend
KY	Middlesboro	<i>Daily News</i>	5,693	USA Weekend
KY	Middlesboro	<i>The Daily News</i>	6,630	American Profile
KY	Monticello	<i>The Wayne County Outlook</i>	6,120	American Profile
KY	Munfordville	<i>The Hart County Herald</i>	4,000	American Profile
KY	New Castle	<i>Henry County Local</i>	5,000	American Profile
KY	Nicholasville	<i>The Jessamine Journal</i>	7,300	American Profile
KY	Owensboro	<i>Messenger-Inquirer</i>	30,643	USA Weekend
KY	Paducah	<i>Sun</i>	27,616	USA Weekend
KY	Pikeville	<i>Appalachian News Express</i>	6,800	American Profile
KY	Prestonsburg	<i>The Floyd County Times</i>	11,934	American Profile
KY	Princeton	<i>The Times - Leader</i>	6,120	American Profile
KY	Richmond	<i>Register</i>	6,273	USA Weekend
KY	Russellville	<i>News Democrat & Leader</i>	5,712	American Profile
KY	Salersville	<i>The Salersville Independent</i>	4,200	American Profile
KY	Shepherdsville	<i>The Pioneer News</i>	8,833	American Profile
KY	Somerset	<i>Commonwealth Journal</i>	9,238	Parade Magazine
KY	Taylorsville	<i>Taylorsville Spencer Magnet</i>	3,672	American Profile
KY	Tompkinsville	<i>Monroe County Citizen</i>	1,000	American Profile
KY	Whitley City	<i>The McCreary County Record</i>	4,080	American Profile
KY	Winchester	<i>The Winchester Sun</i>	7,344	American Profile
LA	Alexandria-Pineville	<i>Town Talk</i>	36,814	USA Weekend
LA	Bastrop	<i>Bastrop Daily Enterprise</i>	4,590	American Profile
LA	Baton Rouge	<i>Advocate</i>	123,032	Parade Magazine
LA	Belle Chasse	<i>The Plaquemines Watchman</i>	2,500	American Profile
LA	Bogalusa	<i>Daily New</i>	3,400	American Profile
LA	Bogalusa	<i>Daily News</i>	6,200	USA Weekend
LA	Bossier City	<i>Bossier Press-Tribune</i>	4,794	American Profile
LA	Covington	<i>St. Tammany News</i>	6,997	USA Weekend
LA	Covington	<i>St. Tammany News</i>	10,000	American Profile
LA	Crowley	<i>Post Signal</i>	3,800	Parade Magazine
LA	DeRidder	<i>Beauregard Daily News</i>	4,250	American Profile
LA	Gonzales	<i>Ascension Citizen</i>	7,200	American Profile
LA	Hammond	<i>Sunday Star</i>	11,661	USA Weekend
LA	Houma	<i>Daily Courier</i>	19,549	Parade Magazine
LA	Jena	<i>The Jena - Times</i>	5,000	American Profile
LA	LA State Newspaper Group	<i>Abbeville/Eunice/Vill</i>	11,896	Parade Magazine
LA	Lafayette	<i>Advertiser</i>	52,638	USA Weekend
LA	Lake Charles	<i>American Press</i>	40,229	Parade Magazine
LA	Leesville	<i>Leesville News Leader</i>	4,250	American Profile
LA	Minden	<i>Minden Press-Herald</i>	5,100	American Profile
LA	Monroe	<i>News-Star</i>	39,179	USA Weekend
LA	New Iberia	<i>Daily Iberian Sunday</i>	14,820	USA Weekend
LA	New Orleans	<i>Times-Picayune</i>	205,763	Parade Magazine
LA	Opelousas	<i>World</i>	11,310	USA Weekend
LA	Ruston	<i>Leader</i>	6,200	Parade Magazine
LA	Shreveport	<i>Times</i>	68,331	USA Weekend
LA	Sulphur	<i>Southwest Daily News</i>	4,000	American Profile
LA	Thibodaux	<i>Comet</i>	10,742	USA Weekend
MA	Attleboro	<i>The Sun Chronicle</i>	25,500	American Profile
MA	Attleboro-North Attleboro	<i>Sun Chronicle</i>	17,895	USA Weekend
MA	Boston	<i>Globe</i>	562,273	Parade Magazine
MA	Boston	<i>Herald</i>	110,834	USA Weekend
MA	Brockton	<i>Enterprise</i>	36,824	USA Weekend

Newspapers in the American Profile Parade and USA Weekend Networks

EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
MA	Cape Cod	<i>Sunday Cape Cod Times</i>	48,661	Parade Magazine
MA	Fall River	<i>Herald News</i>	20,316	USA Weekend
MA	Fitchburg-Leominster	<i>Sentinel & Enterprise</i>	17,790	USA Weekend
MA	Framingham	<i>Metrowest Daily News</i>	27,686	USA Weekend
MA	Gloucester-Newburyport-Salem	<i>Essex County Newspapers</i>	52,808	USA Weekend
MA	Greenfield	<i>Recorder</i>	13,864	USA Weekend
MA	Greenfield	<i>The Recorder</i>	15,500	American Profile
MA	Lowell	<i>Sun</i>	50,204	USA Weekend
MA	New Bedford	<i>Standard-Times</i>	32,971	Parade Magazine
MA	North Adams	<i>North Adams Transcript</i>	8,670	American Profile
MA	North Adams	<i>Transcript</i>	7,555	USA Weekend
MA	North Andover	<i>Eagle-Tribune</i>	49,056	USA Weekend
MA	North Reading	<i>North Reading Transcript</i>	4,692	American Profile
MA	North Reading	<i>The Lynnfield Villager</i>	1,650	American Profile
MA	Northampton	<i>Hampshire Gazette</i>	19,410	USA Weekend
MA	Pittsfield	<i>Eagle</i>	30,185	USA Weekend
MA	Quincy	<i>Patriot Ledger</i>	63,095	USA Weekend
MA	Springfield	<i>Sunday Republican</i>	124,492	Parade Magazine
MA	Taunton	<i>Gazette</i>	8,432	USA Weekend
MA	Worcester	<i>Sunday Telegram</i>	102,922	Parade Magazine
MD	Annapolis	<i>Capital</i>	45,687	USA Weekend
MD	Annapolis	<i>Marland Gazette</i>	31,000	American Profile
MD	Baltimore	<i>Baltimore Examiner</i>	250,285	USA Weekend
MD	Baltimore	<i>Sun</i>	377,561	Parade Magazine
MD	Centreville	<i>The Record-Observer</i>	3,366	American Profile
MD	Chestertown	<i>Kent County News</i>	8,670	American Profile
MD	Cumberland	<i>Times-News</i>	30,887	Parade Magazine
MD	Denton	<i>The Times Record</i>	3,366	American Profile
MD	Easton	<i>Star-Democrat</i>	17,390	USA Weekend
MD	Easton	<i>The Star Democrat</i>	19,890	American Profile
MD	Elkton	<i>Cecil Whig</i>	17,340	American Profile
MD	Frederick	<i>News-Post</i>	38,220	USA Weekend
MD	Frederick	<i>The Frederick News-Post</i>	47,000	American Profile
MD	Hagerstown	<i>Herald/Mail</i>	38,213	Parade Magazine
MD	Salisbury	<i>Times</i>	28,553	USA Weekend
MD	Stevensville	<i>The Bay Times</i>	5,100	American Profile
MD	Westminster	<i>Carroll County Times</i>	27,043	USA Weekend
MD	Westminster	<i>Carroll County Times</i>	25,500	American Profile
ME	Augusta	<i>Kennebec Journal</i>	12,899	USA Weekend
ME	Bangor	<i>News</i>	66,939	USA Weekend
ME	Biddeford	<i>Journal-Tribune</i>	8,888	USA Weekend
ME	Lewiston	<i>Sun Journal</i>	40,800	American Profile
ME	Lewiston-Auburn	<i>Sun-Journal</i>	32,721	USA Weekend
ME	Portland	<i>Telegram</i>	102,904	Parade Magazine
ME	Portland	<i>Portland Press Herald</i>	76,500	American Profile
ME	Waterville	<i>Morning Sentinel</i>	17,585	USA Weekend
MI	Adrian	<i>Telegram</i>	15,695	USA Weekend
MI	Alpena	<i>News</i>	11,168	USA Weekend
MI	Ann Arbor	<i>News</i>	60,236	Parade Magazine
MI	Battle Creek	<i>Enquirer</i>	23,948	USA Weekend
MI	Bay City	<i>Times</i>	40,914	Parade Magazine
MI	Benton Harbor-St. Joseph	<i>Herald-Palladium</i>	24,098	USA Weekend
MI	Big Rapids	<i>Big Rapids Pioneer</i>	6,000	American Profile
MI	Big Rapids-Manistee	<i>Pioneer-News Advocate</i>	5,000	USA Weekend
MI	Cadillac	<i>Cadillac News</i>	10,200	American Profile
MI	Cadillac	<i>News</i>	9,557	USA Weekend
MI	Caro	<i>Tuscola County Advertiser</i>	6,500	American Profile

Newspapers in the American Profile Parade and USA Weekend Networks

EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
MI	Cheboygan	<i>Cheboygan Daily Tribune</i>	4,386	American Profile
MI	Coldwater	<i>The Daily Reporter</i>	5,967	American Profile
MI	Dearborn	<i>Press & Guide</i>	13,268	Parade Magazine
MI	Detroit	<i>News and Free Press</i>	640,356	USA Weekend
MI	Escanaba	<i>Press</i>	9,516	USA Weekend
MI	Flint	<i>Journal</i>	99,956	Parade Magazine
MI	Grand Haven	<i>Tribune</i>	9,806	USA Weekend
MI	Grand Rapids	<i>Press</i>	182,252	Parade Magazine
MI	Greenville	<i>News</i>	8,727	USA Weekend
MI	Hart	<i>Oceana's Herald Journal</i>	7,650	American Profile
MI	Hillsdale	<i>News</i>	6,584	USA Weekend
MI	Hillsdale	<i>The Hillsdale Daily News</i>	8,058	American Profile
MI	Holland	<i>Sentinel</i>	18,345	USA Weekend
MI	Holland	<i>The Holland Sentinel</i>	18,400	American Profile
MI	Houghton	<i>Mining Gazette</i>	9,231	USA Weekend
MI	Howell	<i>Livingston County Daily Press and Argus</i>	16,529	USA Weekend
MI	Howell	<i>Livingston County Daily Press and Argus</i>	24,480	American Profile
MI	Huron	<i>Daily Tribune</i>	7,334	Parade Magazine
MI	Ionia	<i>Sentinel-Standard</i>	3,162	American Profile
MI	Iron Mountain-Kingsford	<i>News</i>	9,977	USA Weekend
MI	Ironwood	<i>(The Ironwood) Daily Globe</i>	6,630	American Profile
MI	Jackson	<i>Citizen Patriot</i>	36,548	Parade Magazine
MI	Kalamazoo	<i>Gazette</i>	69,393	Parade Magazine
MI	Lansing-East Lansing	<i>State Journal</i>	82,490	USA Weekend
MI	Lapeer	<i>The County Press</i>	10,537	Parade Magazine
MI	Lapeer	<i>The County Press</i>	12,000	American Profile
MI	Livonia	<i>Canton Observer</i>	11,000	American Profile
MI	Livonia	<i>Garden City Observer</i>	11,000	American Profile
MI	Livonia	<i>Livonia Observer</i>	11,000	American Profile
MI	Livonia	<i>Plymouth Observer</i>	11,000	American Profile
MI	Livonia	<i>Rochester Eccentric</i>	11,000	American Profile
MI	Livonia	<i>Westland Observer</i>	11,000	American Profile
MI	Ludington	<i>Ludington Daily News</i>	10,200	American Profile
MI	Manistee	<i>Manistee News Advocate</i>	5,000	American Profile
MI	Marquette	<i>Mining Journal</i>	16,380	Parade Magazine
MI	Midland	<i>Daily News</i>	17,701	Parade Magazine
MI	Milford	<i>Milford Times</i>	5,100	American Profile
MI	Monroe	<i>News</i>	23,680	Parade Magazine
MI	Mount Clemens	<i>Macomb Daily</i>	59,667	Parade Magazine
MI	Mount Pleasant	<i>Morning Sun</i>	11,641	Parade Magazine
MI	Munising	<i>The Munising News</i>	2,450	American Profile
MI	Muskegon	<i>Chronicle</i>	47,146	Parade Magazine
MI	Northville	<i>Northville Record</i>	5,100	American Profile
MI	Northville	<i>Novi News</i>	4,896	American Profile
MI	Owosso	<i>Argus-Press</i>	9,415	USA Weekend
MI	Petoskey	<i>News-Review</i>	9,744	Parade Magazine
MI	Pontiac	<i>The Oakland Press</i>	76,504	Parade Magazine
MI	Port Huron	<i>Times-Herald</i>	28,977	USA Weekend
MI	Rogers City	<i>Onaway Outlook</i>	2,550	American Profile
MI	Rogers City	<i>Presque Isle County Advance</i>	4,182	American Profile
MI	Royal Oak	<i>Tribune</i>	11,662	Parade Magazine
MI	Saginaw	<i>News</i>	52,057	Parade Magazine
MI	Sault Ste. Marie	<i>The Evening News</i>	7,650	American Profile
MI	South Lyon	<i>South Lyon Herald</i>	5,814	American Profile
MI	Southgate	<i>News Herald</i>	46,778	Parade Magazine
MI	Sturgis	<i>Sturgis Journal</i>	6,834	American Profile
MI	Tecumseh	<i>The Tecumseh Herald</i>	5,814	American Profile

Newspapers in the American Profile Parade and USA Weekend Networks
EXHIBIT 1

State	City	Newspaper	Circulation	Sunday Magazine
MI	Three Rivers	<i>Three Rivers Commerical News</i>	3,570	American Profile
MI	Traverse City	<i>Record-Eagle</i>	34,397	Parade Magazine
MI	Whitehall	<i>White Lake Beacon</i>	6,120	American Profile
MI	Ypsilanti	<i>Ypsilanti Courier</i>	2,550	American Profile
MI	Zeeland	<i>The Zeeland Record</i>	1,550	American Profile
MN	Aitkin	<i>Aitkin Independent Age</i>	4,750	American Profile
MN	Albert Lea	<i>Tribune</i>	6,901	Parade Magazine
MN	Austin	<i>Herald</i>	5,472	Parade Magazine
MN	Bagley	<i>Farmers Independent</i>	2,050	American Profile

EXHIBIT 2

KINSELLA/NOVAK COMMUNICATIONS, LLC
EXHIBIT 4
SAMPLE LIST OF WEBSITES IN THE 24/7 REAL MEDIA NETWORK

Channel	Sampling of Sites
Health	Ask Physicians BellaOnline Caloriecount Chefs.com FoodCount Healthcastle MDAAdvice Medical broadcast MedicineOnline Medifocus health MedServ Medical News MyCalorieCounter Netpulse WomensForum
Women's Interest	Backyardgardner Beautyriot BellaOnline Catch27 Educationstuffs Everydaycook Fabulousfoods Familywatchdog Fashionwatch.com Female First Forladys Gamesville Hermoment Justmommies Lovingyou Lucianne.com Momhomes Mommysavers Mommytips Myjellybean Mymommybiz Opendiary Reciperewards Somagirls Thegreetings WomensForum Network

KINSELLA/NOVAK COMMUNICATIONS, LLC
EXHIBIT 4
SAMPLE LIST OF WEBSITES IN THE 24/7 REAL MEDIA NETWORK

Channel	Sampling of Sites
Travel	Able2know Airliners Mexconnect Mytravelrate Oanda Tourismthru Tourpub Travels Info travelurl UKtravelsguide
Business-to-Business	CCH Business Owners Toolkit Findarticle Individual MarketSurveys Tripod Verizon
Personal Finance	Apartments.com Asian Times Online Edgar Online Homes.com Investorvillage Morningstar MrSwing Quote.com Quotetracker RagingBull Realestate Usaefinance Wallstreetexaminer WomensWallstreet Xe.com
Technology	AVGuide Arroundmedia Gamsinfo Coolarchive Everyusb Gizmag Html Gear Hwview Mypcdrivres Popyard Softlookup Stickysauce Tripod Webstat

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Channel	Sampling of Sites
Sports	1wrestling 4W-Wrestling American Boat Listing Axxéssnetworks Blueandgold CDM Sports Fanball Fantasy Sports Unlimited Fishingbuddy Focusgolfer Free Golf Stats HoopsWorld MaxPreps Motorsport NBAmaster National Golf Network NYfans Oursportscentral Paint Ball Nation RealGM Sportbikez Sports War The huddle The Redzone The wrestling answer
News & Information	Asian Times Online Chinesenewsnet.com ConsumerAffairs.com Drudge Report eNewsZone India Times Lawschooldiscussion Legal Notice MerriamWebster NY Press Pajamas Media Rawstory Realestate Refdesk Spacedaily Wireimage Womens Forum Worldnetdaily

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SAMPLE LIST OF WEBSITES IN THE 24/7 REAL MEDIA NETWORK

Channel	Sampling of Sites
Teens	Angelfire Babblefish Catch27 Gaiaonline Highschoolsports.net Neopets Primary Games Runescape Schoolnotes Sconex StudyWorld Tabcrawler Teen Station Teensforum
Shopping	Couponhill Directgates Intershopzone TGpublish Tipshopping.com
Games	123Cheats 202online Able2know Anime Lab Bingo.com Bluelaguna Cards.com Cheat Planet Coolrom FreeArcade.com Game Forums Game Revolution Gamefiesta GameScene Gamesville GameZone Happysky Incredigames.com Kings of Chaos Loaded Inc. Lottery.com LyncVision Mausland NeoEdge Networks Oilfight Playaholics Runescape The Emulation Station

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Channel	Sampling of Sites
Auto	Autoplans Cardomain Carspire.com Carsworlds Elitecaraudio Grandprix Modifiedcars Mycarnews Neatautos RSportscars Sportbikez.net Supercars
Entertainment	202online 3strandwrestling 3wk Allcomedyradio Allhiphop Amiannoying Bluelaguna Bostonpete Burningworld Classicalmusicamerica Clubplanet Dishant Facemix Fanhost Gaminginvasion Gotradio Hoverspot Ionthunder Jamwave Killeroldies Kingsofchaos Kiwibox Lavalife Liketelevision Movieopen Myamericanradio Mygamesdream Netglimse Radioio Rangerboard Ringsidemayhem Sina2 Theatermania Totalvideogames Ultimate80s Urbanmusic2000 Whatspoppin Wrestlingunleashed